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# CANADA COMPANY.

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## COPY

OF THE

## MINUTES OF THE INTENDED ARRANGEMENTS,

BETWEEN

Earl BATHURST, His MAJESTY'S Secretary of State, and the proposed

CANADA COMPANY.

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THE Merchants and others, who have united together to establish a Company for purchasing, improving, settling, and disposing of lands and other property in Upper Canada, and especially for purchasing and settling certain lands in the Province of Upper Canada, which have been reserved for certain public purposes, and for the support of a Protestant Clergy, and which are known by the name of "The Crown Reserves," and "The Clergy Reserves," and which merchants and others, for that purpose, have subscribed a capital of One Million sterling;—having applied to Earl Bathurst, His Majesty's Principal Secretary of State having the Department of the Colonies, to advise His Majesty to grant to them, a charter of incorporation, and to grant and convey to them, for certain valuable considerations, the said reserved lands in the Province of Upper Canada;—the following arrangement has been concluded between the committee or court of directors, appointed by those persons, and acting for the general body, on the one part, and Lord Bathurst on the other part.

1st.—It being necessary that the consent of Parliament should be obtained, before His Majesty can grant that part of the lands proposed to be conveyed to the Company, which have been reserved for the support of a Protestant Clergy, Lord Bathurst will, at an early period of the next Session of Parliament, take the necessary measures for introducing a Bill for this purpose.

2nd.—As it may be expedient to invest the proposed company with certain powers and privileges, which His Majesty, by the mere exercise of His Royal prerogative could not confer, Lord Bathurst will introduce into the Bill to be submitted to Parliament the necessary clauses for investing the proposed company with those powers and privileges.

3rd.—Subjoined to the present minute is a Memorandum, containing the heads of the Bill which Lord Bathurst proposes thus to lay before Parliament

ment, for its consideration. His Lordship must be distinctly understood, as not binding himself to support any particular parts of this Bill, which, in the course of the Parliamentary discussion of the subject, it may appear to him right or expedient to abandon. The subjoined Memorandum must therefore be regarded only as containing those provisions which, upon his present consideration of the subject, Lord Bathurst thinks it would be proper to suggest to Parliament for its adoption.

4th.—Lord Bathurst will move the Lords of the Privy Council to advise His Majesty to issue, under the great seal, a royal charter for the incorporation of the proposed company. By this charter would be granted such powers and privileges as it is competent to the Crown, by virtue of its prerogative, to confer, without the aid of Parliament. Subjoined to the present minute is a Memorandum, containing the heads of the charter which it is proposed thus to grant. It is however to be clearly and distinctly understood, that notwithstanding the present arrangement, the Lords of the Privy Council (as the constitutional advisers of the Crown on subjects of this nature,) and the Lord Chancellor (as keeper of the great seal) will exercise their judgment both as to the propriety of issuing such a charter, and as to any particular clauses in it, which may appear to them illegal or objectionable.

5th.—When the company shall have been actually incorporated, Lord Bathurst will further advise His Majesty to convey to them, upon the terms and conditions subsequently mentioned, the lands in the Province of Upper Canada, which are subsequently described.

6th.—That part of the Province of Upper Canada, which has hitherto been occupied by His Majesty's subjects, is at present divided into Districts, which are subdivided into Counties, and in each of the Counties various Townships have been laid out. In pursuance of the Statute 31st Geo 3. c. 31. one-seventh of the land comprised in these townships has been reserved for the maintenance of a Protestant Clergy. These lands are called "The Clergy reserves." One other seventh part of the lands included in these townships has been reserved by His Majesty for public purposes, and are known by the name of "The Crown Reserves." In the District of Niagara, no reserves have been made for the Crown. But the deficiency has been supplied by a large reservation in the adjoining District of Gore. Various grants in fee simple have already been made of parts both of the "Clergy Reserves" and of the "Crown Reserves." Some parts of these lands have been demised for terms of years; other parts have been occupied either with the written licence of the Colonial Government, or on the faith of verbal promises made by that Government, that the occupants should receive grants on leases of the lands in their occupation. There are other parts of these lands which, without any legal conveyance, or even any actual promise or licence, have been appropriated to purposes of a public nature, or for the convenience or advantage of the Clergy of the Province; other portions which have not hitherto been actually so appropriated, are yet, from their peculiar local advantages, or from other circumstances, so situated as that the occupation of them may be peculiarly convenient or necessary for the public service within the Province, or for the erection of churches, school-houses or parsonage-houses, with small adjoining pieces of land to be used as burying grounds, yards or gardens. Finally, there are within the Clergy and Crown Reserves, various parcels of land which have been occupied for ten years and upwards, by persons who have resided upon them, not only without any grant, but without any pretence of legal title, and who,

who, in America, are usually designated by the appellation of "Squatters," but who, notwithstanding, have not been disturbed in that occupation.—When the company shall actually have been incorporated, Lord Bathurst will advise His Majesty to convey to them, upon the conditions subsequently stated, the whole of the Crown Reserves, and one-half of the Clergy Reserves, in those townships which, on or before the first day of March 1824, were actually laid out in the several Districts before mentioned, in the Province of Upper Canada; it being understood that the several portions of the Crown and Clergy Reserves which, as above mentioned, have been granted or demised on lease, or occupied on the licence or promise of the Government, or appropriated to public or clerical purposes, or occupied without disturbance for ten years, or which may be peculiarly convenient or necessary either for the public service or the ecclesiastical objects already mentioned, are to be wholly excepted; so that there will be conveyed to the company one-half of that part only of the Clergy Reserves which will remain, after deducting these excepted lands from the entire quantity originally reserved, and the whole of the Crown Reserves which will remain after making the corresponding deduction of the excepted lands from them.

7th.—In order that the exceptions mentioned in the preceding paragraph may not operate more extensively than is at present contemplated, Lord Bathurst will immediately instruct the Lieutenant Governor of Upper Canada to adopt all necessary measures for preventing any new grants or leases being made, or licences of occupation given, of any part either of the Clergy or Crown Reserves. But as until the proposed charter of incorporation shall be granted, the corporation already existing in Upper Canada, for the management of the Clergy Reserves, will in point of law be invested with the power of granting leases of those lands, His Majesty's Government is not to be held responsible to the company, if any intermediate leases shall actually be granted; a contingency, however, which it may be presumed is highly improbable. To obviate any danger of misconception upon so important a subject, it is to be most distinctly understood, that the present arrangement is not in any degree whatever to affect the right of the Clergy of the Province, or of the corporation established for the management of the Clergy estates, or of the King as head of the church in Canada, to manage, cultivate, and settle that portion of the Clergy Reserves which is not to be included in the sales to the company; but that when the portion of the Clergy Reserves which is still to be reserved to the Clergy, shall be ascertained and set apart, as is subsequently mentioned, every restriction upon the corporation, in respect of granting leases or otherwise, relating to the management of such portion of the Clergy Reserves, shall be at an end.

8th.—The lands to be granted to the company when incorporated will be conveyed to them in fee simple, to be held in free and common socage.

9th.—The company will have no claim to become purchasers of any lands which may be reserved for the Crown or for the Clergy, in any townships which may be laid out in any part of the Province subsequently to the first day of March 1824.

10th.—It is arranged, that so soon as the proposed charter of incorporation shall have passed the great seal (and sooner if the company should think fit), five commissioners shall be appointed, who shall proceed to Upper Canada, with power to ascertain the quantity and to determine the price to be paid by the company, for the said reserved lands.

11th.—



11th.—Of the five commissioners, two will be nominated by Lord Bathurst, and two by the committee or court of directors of the proposed company. These nominations being made, the court of directors shall then name three other persons as candidates for the office of fifth commissioner. If any two of the four first named commissioners concur in objecting to any one or more of the three candidates, the name or names of the person or persons so objected to shall be withdrawn, and other names substituted by the court of directors, until three candidates shall be named, to no one of whom any two of the four first named commissioners concur in objecting; of these three candidates, Lord Bathurst will select one, who will be the fifth commissioner.

12th.—The decision of the commissioners in every case will be guided by the majority in number of votes. The senior commissioner appointed by the Crown will be the permanent chairman of the commission.

13th.—In the event of a vacancy occurring, by the death, resignation, incapacity, or permanent sickness of any commissioner, the vacancy is to be supplied by the same party and in the same method as the commissioner creating the vacancy was himself appointed; but until the successor can be nominated in England, a provisional appointment may be made in the Province, either by the Lieutenant Governor, if the commissioner creating the vacancy was appointed by the Crown, or by the surviving or continuing commissioner of the company, if the commissioner creating the vacancy was appointed by the company, or in the mode prescribed in the preceding paragraph, No. 11, if the commissioner should create the vacancy; the Lieutenant Governor will in that case have the right of selection from the three candidates presented to him. A secretary will be attached to the commission, to be appointed by the commissioners themselves, with a salary not exceeding £500.

14th.—The remuneration of the two commissioners nominated by Lord Bathurst, will be provided for by His Majesty's Government; the company will remunerate the commissioners appointed by themselves. The remuneration of the fifth commissioner and of the secretary, and all the expenses which may be reasonably incurred by the commissioners in travelling or otherwise, by reason and in the execution of the commission with which they are to be charged, will be equally divided between His Majesty's government and the company.

15th.—The five commissioners thus nominated will receive a commission under the great seal of the Province; for their guidance in the execution of the duties to be committed to them, they will receive written instructions from Lord Bathurst. If in the progress of the commission it should be necessary to issue further instructions, they will be given by Lord Bathurst in concert and communication with the court of directors; subjoined to this minute is a copy of the commission which it is proposed to grant, and of the instructions which will immediately issue for the guidance of the commissioners.

16th.—Upon their arrival in Upper Canada, the commissioners, assisted by every means which the local government can command, will proceed to ascertain what is the price to be paid by the company to His Majesty's government, for the lands proposed to be granted to them. In fixing that price they will be governed by the principles and rules subsequently laid down.

17th.—

17th.—The commissioners will first inquire what sales of land have been effected in each District of Upper Canada, for ready money, during the period of the last five years preceding the first day of March 1824. By the expression "Sales effected for ready money," will be understood not only sales in which, upon the conveyance of the land, the money was actually paid to the seller in cash, but also sales in which the purchase money was paid by bills of exchange, whether home or foreign, at the usual sights.—In such inquiry reference shall not be had to sales of single lots of not more than 200 acres, or smaller parcels of land, or to sales of lands which at the time of such sale were cleared or cultivated; all the lands so as aforesaid to be granted to the said proposed company, being uncleared and unoccupied, and the arrangement between the parties and the intent and meaning of this agreement being that the most recent transactions and the largest sales which shall be found to have taken place, previous to the said first day of March 1824, shall be the criterion or standard by which the commissioners, shall be principally regulated in the prices which they are to ascertain and determine. Having ascertained, as far as possible, the most recent, and the largest classes of the ready money sales thus effected during the before-mentioned period, in all of the Districts in Upper Canada, the commissioners will proceed to strike an average ready money price for each District, upon equitable principles, regulated by the facts so to be ascertained, and by every other information, in conformity with the terms and spirit of the arrangement made between the parties.

18th.—As it may happen that the value of lands in different parts of the same districts may be materially different, sales effected in one part of such a district would afford no criterion of the value of lands in another part of that district; for the purpose of the intended average valuation, the existing division of the territory into districts, which was adopted for political purposes merely, may perhaps be found entirely inapplicable. Adjoining parts of different districts may bear so strong a resemblance to each other, in those circumstances which constitute the value of lands, that a fair average would be most effectually obtained by classing together lands which lie in different political divisions of the Province. If these suppositions should prove to be consistent with the fact, it will be in the discretion of the commissioners, if they shall think fit, in forming the general average, to observe the following rules:—They will ascertain the population of each township in the Province, according to the latest census; they will then consider, without reference to the existing division of the Province into districts, what townships most nearly resemble each other in population, in advantages or disadvantages of locality, and in natural fertility of soil. They will place together in one class as many townships, whether lying in the same or in separate districts, as may appear to them sufficiently to resemble each other in the three particulars already mentioned, of population, locality, and fertility.

19th.—In fixing the price to be paid by the company, for the lands to be granted to them, the commissioners will have regard to the ready money price of lands in each district, when thus ascertained and averaged. These averages will be regarded as the first and most important, but not as the single criterion, by which the price to be paid by the company to His Majesty's Government is to be determined. To correct any misconception as to the valuation which might arise from having regard to this single test of value, the commissioners will also have regard to the extent of the purchase to be made by the company, and to the advantages

vantages to the colony, with which the introduction of so large a capital may be attended; and they will be at liberty to take into their consideration every fact of a distinct and specific kind, which may enable them to draw a more sound and satisfactory conclusion upon the question of value; it being however understood, that the criterion derived from ready money sales actually effected is always to be adopted, unless reasonable ground may exist for supposing, that in any particular case it would lead to conclusions substantially and materially erroneous.

20th.—In order to obviate any doubt as to which part of the Clergy Reserves is to be granted to the proposed company, the commissioners will cause an exact transcript to be made of the public or government charts of each township, in order that on such transcript they may mark the lots which are to be granted to the company, and the lots which are still to be retained for the maintenance of a Protestant Clergy. For this purpose after marking the various lots in the transcripts of the chart of each township, falling within any of the Exceptions enumerated in the preceding paragraph numbered 6, with the word "*excepted*" the commissioners will, upon the same transcript of the public chart, affix a numerical mark upon each of the remaining lots of the Clergy Reserves, proceeding in order from No. 1, to the highest number corresponding with the number of lots thus to be divided. The commissioners marks will be made in red ink, to distinguish them from the numerical marks of the government offices. Those lots of the Clergy Reserves which shall thus appear upon the transcript of the government chart, bearing in red ink the alternate numbers 1, 3, 5, &c. shall still be retained for the support of a Protestant Clergy. Those other lots of the Clergy Reserves which shall then appear upon the same transcript, bearing in red ink the alternate numbers 2, 4, 6, &c. shall be those which the company are to purchase from His Majesty.

21st.—During a period of fifteen years, to commence and be computed from the first day of January, 1826, the company shall in each year enter into possession of so much of the lands to be conveyed to them as, according to the valuation to be made by the commissioners, shall be of the value of £20,000 sterling.

The company will, nevertheless, be at liberty during the year 1825, and in any one of the years during the said period of fifteen years, to take possession of a larger quantity of such lands, if they shall think proper so to do.

22nd.—On the Monday next following the 25th day of March, the 24th day of June, the 29th day of September, and the 25th day of December in each year during the before-mentioned period of fifteen years, the company shall pay to such civil or military officer connected with the receipt of His Majesty's revenues in the Province, as His Majesty shall from time to time appoint, the sum of £5,000 sterling at the least. On each of the days last mentioned, the company, or their agents, duly authorized in that behalf in the Province, are to deliver to the Lieutenant Governor or other person administering the government, a return, stating particularly and minutely the several lots of land which, during the last preceding quarter of a year, have been occupied by or on behalf of the company, or by or on behalf of any persons claiming by virtue of any grant or lease from them. If it shall appear that, during any such quarter of a year, the company or their agents, grantees or lessees, have entered into possession of lands which, according to the commissioners valuation,

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valuation, shall exceed in value the sum of £5,000 sterling, the excess of value is to be paid to such civil or military officer as aforesaid, in addition to the quarterly payment of £5,000.

23d.—If the company, their agents or grantees, shall in any year enter into the possession of any lots of land not included in any of the quarterly returns of that year, the lands so entered upon, with all their improvements, shall be forfeited to and resumable by the Crown at pleasure.

24th.—The company will be bound, in each quarter of a year, to take possession of the lands to be granted to them, in the proportion of one lot of the Clergy Reserves, for every two lots upon which they may enter of the Crown Reserves, so long as a sufficient quantity of lands of both descriptions remains unoccupied.

25th.—Subject to the preceding conditions, the company will have the right of deciding which of the lands included in the proposed grants to them shall be occupied by them, their agents, grantees or lessees, at any particular time; and His Majesty will not control the power of the company to select such districts or townships as to them at any particular period appear best adapted for effecting settlements.

26th.—A receipt, under the hand and seal of the civil or military officer who may be appointed to receive from the company the quarterly payments before mentioned, such signature being attested by one credible witness, shall be a good and sufficient discharge to the company, for every sum of money acknowledged in any such receipt to have been received by the officer granting the same; and for obviating any doubt as to the proper officer into whose hand such money is to be paid, notices will from time to time be transmitted to the office of the company in London, from the Secretary of State, signifying what officer in the colony has been appointed to discharge this duty and grant the proper receipts.

27th.—Upon producing to the Lieutenant Governor, or person administering the government of the Province, a receipt signed, sealed, and attested in manner before mentioned, a grant will be issued to the company under the great seal of the province, of all the lands occupied by them, their agents, grantees or lessees in the preceding quarter of a year. Four such grants, therefore, and no more, will be issued in each year.—It is to be understood, that the quarterly payment of the money due, and the delivery of the receipts and conveyances, are to be strictly contemporaneous acts, and that such arrangements as may be necessary for that purpose, will be made in the government offices of the colony. The company will execute under their common seal, or otherwise, grants or leases to their own grantees or lessees.

28th.—The successive grants of land will be made to the company gratuitously, that is, without any fee of office, demand, or duty being due or payable to any public officer in the province, for preparing, expediting, sealing or issuing the same.

29th.—Persons claiming lands in Upper Canada, under any grant, lease, licence of occupation or other conveyance from the company, will hold such lands under and subject to all the laws and regulations which may be then in force within the province, in reference to the grantees or lessees of the Crown.

30th.—



## CANADA COMPANY—MINUTES OF

30th.—The company will, in each year, during the before mentioned period of fifteen years, place one-half at least of the lands, which during that year may have been occupied and purchased by them, in the possession of settlers, either as grantees or as lessees under them, in the proportion of one head of a family, or one adult unmarried settler for every 200 acres of such lands; and a proof of such actual settlement of one-half of the lands so to be occupied and purchased by the company shall be admitted and received by the provincial government, as an equivalent for the performance of the partial clearing and improvements usually required, under the name of "Settlement Duties;" it being agreed, that such actual settlement of one-half of the lands, or such expenditure in compensation for the same, as is hereinafter provided for, shall acquit the company from the performance of any settlement duties on the remaining or unsettled half of the said lands purchased by them. On the Monday next following the 25th day of December in each year, the company or their agents will deliver to the Lieutenant Governor, or person administering the government of the province, a return of the names of all settlers placed on such lands during the then current year, with a description of the lands upon which they have been so placed.—If it shall upon any such return appear that more than one-half of the lands delivered during the then current year into the company's possession remain unsettled, then for every lot of 200 acres so remaining unsettled, over and above the said one-half of the whole which may remain unsettled and in compensation for the performance of settlement duties as aforesaid, of the whole of the lands purchased in such year, the company shall, within six calendar months next after the expiration of the year in which such settlement duties ought to have been performed, expend and lay out for each such lot the sum of thirty-five dollars, in opening, constructing or improving public roads and bridges, in some one or more of the different townships in which the lands purchased by the company shall be situated, such expenditure to be made in the discretion of the company's agents, and the fact of the money being so expended in such public improvements, to be certified to the satisfaction of His Majesty's Surveyor General for the time being, or any other officer whom the Executive government of the province may appoint for that purpose [or the company shall become liable to pay to His Majesty the sum of 25 dollars for each such lot, which sum will by His Majesty be expended during the next succeeding year, in opening, constructing, or improving the public land or water communications of some one or more of the townships in which the lands purchased by the company shall be situated.]

The company have, by their letter of 29 December, 1854, decided on expending the sum of 50 Dollars in improvements.

31st.—Any lands which, in pursuance of this arrangement may be granted to the company, or which the company may grant or demise or lease to any person or persons, shall be resumable by His Majesty, in case the same should be required for canals, roads, the erection of forts, hospitals, arsenals, or any other purpose connected with the defence or security of the province, such requisition to be made either by an act of the provincial legislature, or by the executive government of the province; and in any such event, one arbitrator shall be named by His Majesty, and another arbitrator by the company, or their grantees or lessees, as the case may be, who shall concur in choosing a third; and the price to be paid to the company, their grantees or lessees, for any lands so resumed, shall be decided by the majority in number of such three arbitrators.

32d.—If within the lands to be sold and conveyed to the company, any persons shall be found, who, without any legal title, have been, or are,  
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the actual occupation of any particular lands, the company will have the option either of declining to proceed with the purchase of any lot in which such illegal settlements have been made, or of accepting a grant thereof upon the conditions already stated, with the power of proceeding in due course of law, at their own expense, to dispossess the persons who may be found in any such unlawful occupation. It will be understood, that this provision does not apply to the case of persons, who, without any legal title, have held the quiet and undisturbed possession of lands for ten years, such persons being included within the excepted cases enumerated in the preceding paragraph, numbered 6.

33d.—His Majesty's government will recommend to the legislature of the Province of Upper Canada, the adoption of any laws which it may be thought expedient to pass there, for carrying into full and perfect effect the arrangement between His Majesty and the company, as explained in this minute.

34th.—In case the charter which may ultimately be offered to the company by His Majesty's government, or the bill which may ultimately pass through every stage, except the last reading in the two Houses of Parliament, should be considered by the company insufficient to give full effect to the present agreement; and if they should, therefore, by a notification made to Lord Bathurst, through their chairman, deputy chairman, secretary, or solicitor, decline to accept such charter, on the ground of an essential variance from the terms of this agreement, or having accepted it, should, within seven days before the last reading of the proposed bill in Parliament, by a notification made as aforesaid, signify their desire, that on such grounds as aforesaid, such bill should not pass into a law; and if by reason of such alleged variation, the company should claim to be relieved from the payment of their share of the expense incurred by the commission; the following process shall be observed: Lord Bathurst will nominate one person, being either a sergeant at law, or one of His Majesty's counsel, and the company will nominate another person, holding such rank as before mentioned, in the profession of the law, which two persons will be arbitrators, with power to nominate an umpire, holding the same professional rank; and such arbitrators, or in the event of their disagreement, such umpire shall, within one calendar month next after the reference to them, give their opinion in writing, in answer to the following question: viz. "Whether the charter offered by His Majesty's government, or the bill which may ultimately pass through every stage, except the last reading in the two Houses of Parliament (according as the objection of the company may be taken, either to the charter or the bill), is or is not such as to give full and fair effect to the agreement contained in the present minutes, and especially to the memoranda subjoined, of the heads of the proposed charter and bill, according to the fair and reasonable construction of those instruments, and without reference to variations not affecting their substance and spirit?" According to the decision pronounced by the arbitrators, or their umpire, the expense of the commission will be divided between His Majesty's government, and the company, or will be borne wholly by His Majesty's government. If, however, the company should think proper to proceed without an Act of Parliament, they will, of course, bear the whole of their share of the expense of the commission.

35th.—If any event should occur, which should render it impossible for His Majesty's government to execute their part of the agreement, by  
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granting and delivering possession of the lands, this arrangement is to be considered suspended during such inability on the part of the government, and the period of such suspension not to be calculated as any part of the fifteen years before-mentioned; but the same portion of the fifteen years as remained at the time of such suspension is to continue and remain at the time of the removal of such suspension; and in the mean time it is not to be considered, that any debt has been contracted by the company to His Majesty, in respect of the payments which would have become due, but for such suspension.

36th.—It is understood, that until the proposed company shall be legally constituted, the individual subscribers do not by the present arrangement incur any personal pecuniary responsibility; but by this stipulation, the individual subscribers do not intend to deny their liability (subject to the preceding condition No. 34) to defray their moiety of the expense of the commission.

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*A MEMORANDUM, containing the Heads of the Provisions to be introduced into the Charter to be granted to the Canada Company.*

1st.—The objects with a view to which the company is established will be stated in the charter, by way of preamble, in the same or similar terms with those employed in the preamble, or introductory paragraphs of the preceding minutes.

2d.—It will be recited as a matter of fact, that a capital of One Million sterling has actually been subscribed towards the undertaking, and that of this capital a certain part has actually been paid up by the subscribers.

3dly.—The charter will then grant to such gentlemen, being shareholders, as the company shall nominate, and to all the other shareholders, whether present or future, a corporate character, and the stile of the corporation will be "The Canada Company."

4thly.—Perpetual succession, the power of suing and being sued, and the power to use a common seal will be granted to the company.

5thly.—The specific object of the company thus created will be declared to be that of purchasing waste and uncleared lands in the province of Upper Canada, and of settling, clearing, and disposing of such lands.

6thly.—It will further be declared, that the company is established with the view of carrying into effect all such other lawful objects as it may be necessary to pursue, in order to the efficient accomplishment of the primary object designated in the preceding paragraph. Among these subsidiary purposes will be enumerated, in express terms, the making advances of capital to settlers, the opening and improving of roads, and other internal communications, and the promoting the cultivation of such articles as can advantageously be exported from the province.

7thly.—

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7thly.—The charter will then recite the conditions upon which His Majesty will grant, and subject to which the company are to hold, the lands to be conveyed to them in Upper Canada, so far as such conditions are specified in the preceding minutes.

8thly.—It will immediately be declared, that the company are to have, for the management of their concerns, a chairman, a deputy chairman, eighteen directors, four auditors, and a secretary.

9thly.—The names of the first chairman, deputy chairman, directors, and auditors, will be mentioned in the charter; and it will be declared, that the persons thus named shall continue in office until the 25th of March 1829, and until successors in their respective offices have been elected; with a proviso, that any intermediate vacancy, arising from the death, resignation, or disqualification of any of these officers, shall be filled up by the election of a successor.

10th.—A power will be granted, to enable the court of directors to appoint two or more commissioners, resident in Upper Canada, to conduct the affairs of the company in that province, with power to contract for and bind the company to such extent, and subject to such restrictions, as the directors may see fit to direct and impose. It will, however, be provided, that any restrictions as to the power of contracting for and binding the company, which may be imposed upon the commissioners, shall be made publicly known in the province, to the intent that all persons with whom they deal may know the extent and limits of their authority.

11th.—Provision will be made for holding annual general courts of the company, for the election of the directors and auditors.

12th.—That at all general courts, the shareholders are to vote according to the following rules:—A person holding five shares and less than ten, to have one vote. If holding ten shares and less than twenty, he will have two votes. If holding twenty shares and less than twenty-five, he will have three votes. If holding twenty-five shares or more, he will have four votes, that being the largest number of votes which any person is to have.

13th.—At each annual court which may be holden after the 25th of March 1829, six directors and one auditor at the least must retire from office, and an equal number of persons be chosen in their stead to fill the vacancies thus created.

14th.—It will be determined by rotation, which of the directors and auditors are to vacate their offices at each successive annual court; but in the year 1829, and in each of the two following years, this question will be decided by casting lots, there being no seniority of appointment, as between the original officers of the company, by which, in those years, the rotation could be determined.

15th.—Directors and auditors vacating their offices shall be capable of being re-elected if otherwise properly qualified.

16th.—Every director must be a holder of twenty-five shares at the least of the capital stock of the company in his own right; and every auditor must possess a similar qualification. Every director or auditor diminishing such qualification shall forthwith vacate such his office, and



a person shall be elected in his stead to serve for the remainder of the year.

17th.—A power will be given to the general court to grant such salaries and allowances to all or any of the officers of the company as may be deemed expedient; provided that circular notices, convening any such general court, shall issue at least one month before the meeting of it, and shall contain a distinct statement that a motion will be then made for the grant of such salaries and allowances.

18th.—Two general courts at the least will be held in each year, when the half yearly dividends shall be declared.

19th.—Special general courts may be held, which the directors will be bound to convene, on the requisition of any two or more proprietors, and in default of the directors issuing the necessary summons, such proprietors may themselves convene such special general courts by advertisement under their hand, in the London Gazette.

20th.—General courts, or special general courts, will be invested with the power of making or confirming bye-laws, and making all resolutions relative to the affairs of the company, such bye-laws and resolutions not being repugnant to the charter or to the laws of England. The bye-laws must be duly recorded in a book, to be kept for that purpose, to which all members of the company may have access.

21st.—Notice is to be given in the Gazette, and by circular letters, addressed to all members of the company in England, whose residence is known, of all general and special general courts; and such notices must state the particular objects or business, with a view to which such courts may be so convened.

22nd.—The directors are annually to choose, from among their own number, a chairman, and deputy chairman, within fourteen days next after the annual election of directors. In the absence of the chairman and deputy chairman, the court of directors, or the general court of proprietors, as the case may be, may elect a person to act on that occasion for and to represent the chairman.

23rd.—The chairman, or deputy chairman, or the director acting as chairman for the day, and presiding at any court of directors, or general court of proprietors, may vote on the question under discussion, and may also give a casting vote.

24th.—The company will be authorised to raise an additional capital, amounting to £1,000,000 sterling, or other smaller amount, in pursuance of any resolution adopted at one, and confirmed at another general or special general court; and the new subscribers will be entitled to all the privileges and advantages of the old.

25th.—Power will be granted to the company to cultivate, settle, clear, hold, and dispose of such waste lands, as they may purchase from His Majesty, in the province of Upper Canada, with powers to make loans of money to the settlers on any such lands, upon mortgage or other security.

26th.—Power will also be granted to the company to purchase, hold, and

and dispose of lands situate in any other part of His Majesty's dominions, which it may be necessary for them to acquire, in order to the carrying the purposes of this charter into more complete effect; provided that the lands so purchased in England be not altogether of more than the annual value of £2,000; and also provided, that any such purchases as aforesaid be made in conformity to the local laws and statutes in force in those parts of His Majesty's foreign dominions in which the land so to be purchased may be situated.

27th.—A power will be granted to the company to purchase, and send to the province of Upper Canada, all such matters and things as may be necessary or convenient for the cultivation, clearing, or improvement of the lands which may be purchased by them therein; and they will also be empowered to receive, and to sell and dispose of, all goods and merchandize which may be consigned or remitted to them from such their lands, in payment and satisfaction of any rent or purchase money arising from the occupation or sale of any such lands; and they will further be empowered to receive and negotiate in England, bills of exchange, notes, or other negotiable securities for money, which may be remitted to them on account of any such rent or purchase money.

28th.—The company will be empowered to make loans to the Upper Canadian government, in case any loan bill should receive the royal assent.

29th.—The appointment of secretaries, solicitors, and agents, the fixing their salaries, and the power of displacing them, the general conduct of the business of the company, and the nomination of sub-committees, will be intrusted exclusively to the court of directors.

30th. The corporate seal must never be affixed to any instruments, except in pursuance of a written resolution of the court of directors, and in the presence of at least two directors.

31st. No person holding the office of chairman, deputy chairman, director, secretary, or auditor, may, in his own personal and individual character, enter into any contract with the company.

32nd. No dividend may ever be declared, by which the capital stock of the company will be diminished; but this not to effect the right of paying interest not exceeding four per cent. per annum.



*A MEMORANDUM. containing the Heads of the Provisions of the Bill which Lord Bathurst proposes to bring into Parliament.*

1st. The Bill will contain a clause enabling the King to sell and convey to the Canada Company that proportion of the Clergy Reserves which is mentioned in the preceding Minutes.

2nd. The Bill will prescribe a simple form for the registration and transfer of the shares of individual proprietors of the company.

D.

3d.—

3rd. It will be declared, that the shares of the company are to be regarded as personal estate.

4th. Provision will be made for the forfeiture to the company of the shares of persons who, after a certain period, shall fail to comply with calls for paying up their subscriptions; and such persons will in the mean time be declared incompetent to sell their shares, or vote or act as members of the corporation.

5th. A short and simple form of conveyance of lands from the company to individuals will be prescribed and declared effectual in the law, to all intents and purposes.

6th. Power will be given to the company to purchase and hold lands in England, which it may be expedient for them to acquire, in order to their carrying the purposes of their incorporation into more complete effect, and to dispose of such as may not be required for such purposes; provided that the lands so purchased and held be not of more than the annual value of £2,000.

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*COMMISSION to be granted to the Commissioners appointed to value the Lands in Upper Canada.*

GEORGE THE FOURTH, by the grace of God of the United Kingdom of Great Britain and Ireland, King, defender of the Faith, and so forth; To our trusty and well beloved Francis Cockburn, lieutenant-colonel in our army, Simon M'Gillivray, Esquire, Sir John Harvey, K. C. H. lieutenant-colonel in our army, John Galt, Esquire, and John Davidson, Esquire, greeting: WHEREAS we have deemed it expedient to cause an inspection and valuation to be made of the lands which have been reserved to the use of us, our heirs and successors, in the townships which were laid out previous to the first day of March 1824, in the several districts of our province of Upper Canada, and which are usually known by the name and description of the Crown Reserves; and we have also deemed it expedient, that a similar inspection and valuation should be made of one moiety of the lands reserved, within the several townships aforesaid of our said province, for the support of a Protestant Clergy: Now know ye, That we, being well assured of the loyalty, integrity, and skilfulness of you, the said Lieutenant-Colonel Francis Cockburn, Simon M'Gillivray, Esquire, Sir John Harvey, K. C. H. John Galt, Esquire, and John Davidson, Esquire, Have nominated and appointed, and Do hereby nominate and appoint you to be our Commissioners for making the valuation aforesaid; and we do hereby appoint you, the said Lieutenant-Colonel Francis Cockburn, to be our senior or chief commissioner for the purposes hereinafter mentioned: And we do hereby give and grant to you, and each of you, full power and authority to inspect and value the several lands aforesaid: And for the better carrying into execution and effect the objects aforesaid, we do further give and grant to you, and each of you, full power and authority to summon, and by all lawful ways and means to compel the attendance before you, of all our officers, civil and military, within our said province, when it may appear  
to

## 15

(Signed) PEREGRINE MAITLAND (L.S.)

2d.—You will receive from the lieutenant-governor a commission under the great seal of the province, authorizing you to execute the duties of



of your office ; and so soon as you have received that commission, you will enter upon the discharge of those duties.

3d.—You will also receive from the lieutenant-governor, commissions to act throughout the province as justices of the peace ; you will, however, distinctly understand, that you are to be invested with that character merely with the view of promoting the objects of your commission, and therefore you will entirely abstain from exercising your powers as magistrates, except when it may be necessary to make those powers subservient to the due execution of your office as commissioners.

4th.—You will receive from the lieutenant-governor, and all His Majesty's civil and military officers in the province, such co-operation and assistance as they may be able to render. Especially, directions will be given to the proper departments of the colonial government, to lay before you all public maps, charts, surveys, or admeasurements of the several districts and townships in the province, with all other documents in the charge of any of those departments from which any useful information can be derived, respecting the topography of the province ; the natural or artificial divisions of it ; the value of lands throughout the several districts ; or respecting any other subject which it may be necessary for you, in your character of commissioners, to investigate.

5th.—You will be allowed to take copies of any of the maps, charts, surveys or documents mentioned in the preceding paragraph ; but you will consider yourselves as receiving such copies under a strict obligation not to communicate them to any persons, nor to permit transcripts to be made from them, either for the use of others or for your own use, after your public duties have terminated. Before the commission is actually closed, you will return all documents of this nature in your possession, to the various public departments from which you may have received them. You will, however, consider yourselves at liberty, in making the report subsequently mentioned, to annex to it any copies of or extracts from any of the said documents above-mentioned, which may seem to you necessary to elucidate such your report.

6th.—His Majesty's civil and military officers in the province, will further be required to communicate to you all such information connected with the object of the mission, as their personal knowledge may enable them to afford, with the exception only of such matters as they may consider themselves bound under any obligation of official confidence and secrecy to conceal. Whatever official communication may take place between yourselves and any of the public departments of the province, will pass through the medium of the lieutenant-governor, whom you will, in every such instance, request to transmit your inquiries to the subordinate officers of government, and through whom answers to such inquiries will be communicated to you.

7th.—In the execution of the duties of your commission, you will understand that you are not separately and individually to represent the particular party by whom you are appointed, so as to consider yourselves as agents deputed to protect and promote the interest of either party as opposed to that of the other ; but you will all regard yourselves as impartial arbitrators, and as bound without affection or favour to make an equal and impartial award upon the questions submitted to your decision.

8th.—For maintaining order and regularity in the performance of your duties,

## INTENDED ARRANGEMENTS.

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duties, and to obviate doubts and misconception as to the effect and nature of your proceedings, you will, from the day on which you receive your commission, keep a regular journal of all your public transactions. In this journal will be entered,—1st, a minute of all deliberations held, and of all resolutions adopted at any meeting of the commissioners.—2d. A minute of every material occurrence which may happen in the execution of your duties. 3d. If any one or more of the commissioners shall dissent from any resolution of the majority, and shall conceive that the subject in controversy is of adequate importance, he will be permitted to enter upon the journal a minute containing the grounds and reasons of his dissent.

9th.—A meeting of the commissioners will be held once at the least in every two weeks, when the minutes of the proceedings at their last meeting, and of all subsequent transactions, will be read over and confirmed or corrected, as may be necessary; all the commissioners will subscribe their names to the minutes when ultimately confirmed, to obviate any dispute respecting their authenticity.

10th.—You will correspond officially with this department only. Every such communication will, by this department, be transmitted to the office of the company in London, for the information of the directors, and all official communications which I may have occasion to make to you, will also be previously communicated to the directors. All official communications from you to this department, must be made in the name and on behalf of the commissioners in general, and signed by the senior commissioner. If any one or more of the commissioners should think it right to make any official communication in which the rest refuse to concur, he will be at liberty to do so; upon condition, however, that before it is actually transmitted to England, it be entered upon the journals, for the perusal and consideration of the other members. No attention will be paid to any official communication which may be transmitted to this department, in violation of this regulation. All official communications from this department must be entered at length upon the journal.

11th.—In the event of the illness of any commissioner, or any other occurrence which for a time may prevent his attending to the duties of his office, the rest of the body will proceed in the execution of the commission, postponing, however, the adoption of any formal resolutions until the whole body can re-assemble and act together. The commissioners at large will not be considered as assenting to or bound by any act or resolution, which is not done or entered into, or subsequently approved, at a meeting at which you shall all be present, nor unless at such meeting, three at least of the commissioners concur in the vote for doing, entering into, or approving such act or resolution.

12th.—At every meeting of the commissioners, the senior commissioner will preside as chairman. The secretary to the commission will be charged with the duty of giving to the commissioners a written notice of the time and place at which every meeting is to be held.

13th.—The written arrangement between this department and the proposed company, has defined the nature of the duties which you are to perform, and has settled, as accurately as possible, the principles by which you are to be guided in performing them. Upon that subject, therefore, I have only to refer you for your guidance to that document.

E.

14th.—

14th.—When you have completed your valuation of the lands to be purchased by the company, you will draw up a written report, stating with all practicable precision, what are the particular lands in each township which are to be sold to the company, and stating the average price which such lands are to bear; such average being calculated in the manner and upon the principles mentioned in the annexed minutes of the arrangement with the Canada Company; any such report being approved by the majority of your members, at a meeting at which you are all present, must be adopted by you all; and you will then cause three copies of it to be engrossed on parchment, and signed and sealed by each of you.—One copy of this report, together with your original journal, you will transmit to this department; another copy of your report will be sent to the office of the company in London, and the third to the lieutenant-governor of the province. You will make this report before you quit Upper Canada, and having made it, you will consider your commission as closed.

(Signed)

(L.S.)

BATHURST.

To

Lieutenant-Colonel Francis Cockburn,  
Simon M'Gillivray, Esquire,  
Lieutenant-Colonel Sir John Harvey, K.C.H.C.B.  
John Galt, Esquire, and  
John Davidson, Esquire.

Colonial Department, Downing Street,  
20th May, 1825.

R. W. HORTON



ANNO SEXTO

GEORGIIV. REGIS.

CAP. LXXV.

An Act to enable His Majesty to grant to a Company, to be incorporated by Charter, to be called "The *Canada Company*," certain Lands in the Province of *Upper Canada*, and to invest the said Company with certain Powers and Privileges, and for other purposes relating thereto.

[27th June, 1825.]

**W**HEREAS by an Act passed in the Thirty-first Year of the Reign of His late Majesty, intituled "*An Act to repeal certain Parts of an Act passed in the Fourteenth Year of His Majesty's Reign, intituled 'An Act for making more effectual Provision for the Government of the Province of Quebec, in North America, and to make further provision for the Government of the said Province,'*" it was enacted, that it should and might be lawful for His Majesty, His Heirs or Successors, to authorize the Governor or Lieutenant Governor of each of the said Provinces of *Upper* and *Lower Canada* respectively, or the person administering the Government therein, to make, from and out of the Lands of the Crown within such Province, such allotment and appropriation of Lands for the support and maintenance of a Protestant Clergy within the same, as might bear a due proportion to the amount of such Lands within the same, as had at any time been granted by or under the authority of His Majesty: and that whenever any grant of Lands within either of the said Provinces should thereafter be made, by or under the authority of His Majesty, His Heirs or Successors, there should at any time be made in respect of the same a proportionable allotment and appropriation of Lands for the above-mentioned purpose within the township or parish to which the Lands so to be granted should appertain, to be annexed, equal in value to the seventh part of the Lands so granted: And whereas in pursuance of the said Act such proportionable allotments and appropriations of Lands as aforesaid have from time to time been reserved for the purposes therein mentioned, which Lands are known by the name of "*The Clergy Reserves*:" And whereas the greater part of the said Clergy Reserves in the said Province of *Upper Canada* have ever since continued, and are now waste and unproductive; and it is expedient that means should



should be adopted for clearing and cultivating the said Lands, and for that purpose His Majesty should be authorised to sell and dispose of certain parts thereof to the Company to be established as here mentioned: And whereas certain other Lands in the said Province of *Upper Canada* have been reserved for the use of His Majesty, and are known in the said Province by the name of "The Crown Reserves;" And whereas divers persons have united together to establish a Company for purchasing, improving, settling, and disposing of Lands in *Upper Canada*, and especially for purchasing and settling the whole of the before-mentioned Lands known by the name of "The Crown Reserves," and such parts of the said Lands known by the name of "The Clergy Reserves," as His Majesty may be so authorized to sell and convey to them, and for such other lawful purposes as to His Majesty shall seem meet; and the said Persons have, in order to carry such purposes into effect, subscribed a Capital of One Million Pounds sterling, upon which the sum of Ten Pounds *per Centum* has been paid by the several Subscribers; and they have humbly besought His Majesty to grant to them a Charter of Incorporation: Be it therefore enacted, and it is hereby enacted by the King's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, That in case His Majesty shall, within Three Years after the passing of this Act, be pleased, by Charter of Incorporation under the Great Seal of *Great Britain and Ireland*, to declare and grant that such and so many persons as shall be named therein, and all and every such other person or persons as from time to time shall be duly admitted Members into their Corporation, shall be a Body Politic and Corporate, by the name of "*The Canada Company*," and to declare that the said Corporation so to be made and created shall be established for the purpose hereinbefore mentioned, and for such other lawful purposes as to His Majesty may seem meet, then and in that case it shall and may be lawful for the said Corporation to hold to them and their successors such Lands, Tenements, and Hereditaments within the said Provinces, as shall or may be granted by His Majesty to them and their Successors within the said Provinces, or as, subject to the restrictions herein-after mentioned, shall be contracted for and purchased or acquired by them therein; and to hold, alienate, sell, and dispose, of all such Lands, Tenements, and Hereditaments, upon, under, and subject to such conditions, provisos, limitations, and restrictions, as His Majesty by such His Charter may impose, direct, or prescribe.

If His Majesty shall grant a Charter, the *Canada Company* may hold Lands &c.

His Majesty may sell to Company the Land called Clergy Reserves.

II. And be it further enacted, That His Majesty shall be, and He is hereby empowered to sell and convey to the said Company and their Successors, in Fee Simple, for such valuable considerations as shall be agreed upon between His Majesty and the said Company, as He shall deem expedient, and upon such conditions and with and subject to such restrictions, limitations, and provisos as His Majesty may be pleased to impose, One equal Half Part, and no more, of the said reserved Lands in the Province of *Upper Canada*, called "*The Clergy Reserves*," lying in those Townships of the said Province which on or before the First day of *March* one thousand eight hundred and twenty-four were actually laid out in any of the several Districts thereof: Provided

always,

always, that the several portions of the said Clergy Reserves which have been granted or demised to any person or persons by any lawful authority, or which have been occupied under any Licence or promise made or given by any lawful authority, or which have been specially appropriated or set apart for any public purposes, or which have been occupied by any person or persons without disturbance for a period of Ten Years, shall not, for the purposes of any such grant or conveyance, be considered as forming any part of the Clergy Reserves, whereof one moiety may be so sold and conveyed to the said Company as aforesaid: Provided also, that the purchase money which shall be paid by the said Company, for the Lands so to be granted to them, in whatever securities the same may be vested, shall be appropriated exclusively to the Support and Maintenance of a Protestant Clergy, and shall be in the place of, and remain to the same uses, and for the same purposes, to and for which the said Clergy Reserves have by virtue of the above recited Act been allotted and appropriated: Provided also, that nothing herein contained shall be deemed or taken to limit or restrict any other grant by His Majesty to the said Company, which by His Majesty's Royal Prerogative he is authorized and empowered to make, or to restrict or prevent the said Company from taking, accepting, and enjoying the same, in as full, ample, and beneficial a manner as His Majesty may be pleased to direct.

III. And be it further enacted, That in case His Majesty shall see fit to set apart and appropriate in the said Province of *Upper Canada* other waste Lands of and belonging to His Majesty, of equal value with that part of the said Clergy Reserves which His Majesty is so empowered as aforesaid to sell and convey to the said Company, it shall and may be lawful for His Majesty, and He is hereby empowered by any order to be by Him for that purpose made, by and with the advice of His Privy Council, to declare, that the Lands so set apart and appropriated shall thenceforward be substituted and exchanged for such last mentioned part of the said Clergy Reserves; and then and in that case such substituted Lands shall, from and after the issuing of any such order, be held, set apart, and appropriated upon, for, and to such and the same uses, trusts, intents, and purposes upon, for, and to which the said Clergy Reserves are now held, set apart and appropriated.

IV. And whereas it may be necessary for the purpose of raising the Capital for the proposed undertaking, with a view to the accomplishment of the beneficial objects aforesaid, to vest in the said Company such powers and privileges as cannot be granted without the aid of Parliament; Be it therefore enacted, That the shares in the said undertaking, and in the profits and advantages thereof, shall be and be deemed Personal Estate, and as such personal estate shall be transmissible accordingly.

V. And be it further enacted, That if any Subscriber, or any Proprietor or Proprietors of any share or shares in the said Company, his or their executors, administrators, successors, or assigns, shall neglect or refuse to pay his or their part or portion of the Money to be called for, in such manner as may be directed by

Letters

F.

Letters Patent, to be granted as aforesaid, during the space of six calendar months next after the time appointed for payment thereof, together with lawful interest from the appointed time of payment, then and in every such case such person or persons, Bodies Politic or Corporate, so neglecting or refusing, shall absolutely forfeit all his or their share or shares in the said Company, and all profits and advantages thereof, and all Money theretofore advanced by him, her or them, on account thereof, to and for the use and benefit of the said Company; and all shares which shall or may be forfeited shall or may at any time or times thereafter be sold at a public sale, for the most money that can be gotten for the same, and the produce thereof shall go to and make part of the capital stock of the said Company; and such share or shares, forfeited and sold, shall be assigned and transferred to the purchaser by an instrument under the common seal of the said Company, in the manner required upon other transfers; but no advantage shall be taken of such forfeiture of any share or shares, until the same shall be declared to be forfeited at some general or special meeting of all the said proprietors, which shall be held not earlier than six calendar months next after the said forfeiture shall happen, and that every such forfeiture so to be declared shall be an absolute indemnification and discharge to and for the proprietor or proprietors, or his, her or their, executors, administrators, successors and assigns, from all liability in respect thereof.

Shares not  
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paid.

VI. And be it further enacted, That after any call for money shall have been made and become due and payable by virtue of the provisions which may be introduced for that purpose in any Charter or Letters Patent to be granted as aforesaid, no person or persons, bodies politic or corporate, shall sell or transfer any share or shares which he, she, or they shall possess in the said stock of the said Company, until the money so called for in respect of his, her, or their share or shares intended to be sold shall be paid, and until such money so called for shall be paid, any such sale or transfer of any share or shares shall be void; and all and every person and persons, body politic and corporate, making default therein, shall be subject and liable to forfeit such his, her, or their share or shares in the said Company, to and for the general benefit of the said Company, unless he, she or they, shall at the time of such sale or transfer pay to the Banker of the said Company, or such other person or persons as the Court of Directors, for the time being, shall appoint to receive the same, the full sum of money called for upon every share so to be sold or transferred; such forfeiture to be first notified and declared in such manner as may be directed with respect to the forfeiture of shares for not answering the calls to be made thereon as aforesaid.

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VII. And be it further enacted, That the said Company may be and are hereby authorized to purchase, take, hold and sell, all Lands, Tenements and Hereditaments, situate in *Great Britain* and *Ireland*, or in the said Provinces of *Upper Canada* and *Lower Canada*, which it may be necessary or convenient for the said Company to acquire, in order to carry the purposes aforesaid into more complete effect; provided that such Lands, Tenements and Hereditaments, as may be purchased in *Great Britain* and *Ireland*, be not altogether of more than the value of five hundred pounds

pounds *per annum* at the time of the purchase; and also provided, <sup>be purcha-</sup> that any such purchases as aforesaid in the said Provinces of *Upper Canada* and *Lower Canada*, be of such annual value only as His Majesty by such His Charter or Letters Patent, or by any order or orders to be by him issued with the advice of His Privy Council may from time to time authorize and direct, and be made in conformity with the local Laws and Statutes in force in those parts of His Majesty's Dominions in which the Land so to be purchased may be situate; and the said Company may do all other acts and things in relation to the premises, in all respects as beneficially as any other Body politic or corporate, or any Subject of this Realm, is by Law entitled to do.

VIII. And be it further enacted, That all conveyances which shall be made by the said *Canada Company*, to any individual or individuals, of any part of the Lands to be granted to, or purchased, or held by the said Company in the manner and subject to the restrictions aforesaid, shall and may be made according to the form following, or as near thereto as the circumstances of the case will admit; (that is to say),

WE the *Canada Company*, incorporated under and by virtue <sup>Form.</sup> of an Act made and passed in the Sixth Year of the Reign of His Majesty King *George* the Fourth, intituled "*An Act to enable His Majesty to grant to a Company, to be incorporated by Charter, to be called 'The Canada Company,' certain Lands in the Province of Upper Canada, and to invest the said Company with certain powers and privileges, and for other purposes relating thereto*", in consideration of the sum of <sup>to</sup> <sup>all</sup> <sup>us paid</sup>, do hereby grant and release to <sup>all</sup> <sup>and all our right, title and interest, to and in the same, and every part thereof; to have and to hold unto the said</sup> <sup>and his heirs for ever.</sup>

And every such conveyance shall be valid and effectual in Law, to all intents and purposes whatsoever.

IX. And be it further enacted, That a copy of His Majesty's <sup>Charter to</sup> Charter of Incorporation, being duly verified on oath before one of <sup>be verified</sup> the Masters in Ordinary of the High Court of Chancery at *West-* <sup>and regis-</sup> *minster*, shall be transmitted to the Governor or Lieutenant-Governor of the said Province of *Upper Canada* and the said Province of *Lower Canada*, and registered in the office of the Chief Secretary of each of the said Provinces; and such registry, or copy thereof, shall within the said Provinces respectively be and be deemed and taken to be good and sufficient evidence of the contents of such Charter of Incorporation, to all intents and purposes.

X. And be it further enacted, That this Act shall be deemed <sup>Public Act.</sup> and taken to be a Public Act, and shall extend to and be in force in the said Provinces of *Upper Canada* and *Lower Canada*, and shall be judicially taken notice of as such by all Judges, Justices, and others in the United Kingdom aforesaid, and in the said Province, without being specially pleaded.



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HIS MAJESTY'S GOVERNMENT,  
AND THE  
CANADA COMPANY,

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*Canada House London, }  
3d October 1826 }*

SIR,

MR. GALT, who has been appointed by the Directors of the Canada Company to proceed on a special mission to Upper Canada, will have the honor of delivering this letter, and he is instructed to convey the strongest assurances of the personal respect of every member of the court, for the character and government of Your Excellency.

The Directors are convinced that the interests of their important establishment are identified with the prosperity of Upper Canada, which under the auspices of Your Excellency has acquired so many advantages and attracted such distinguished attention, and that their interests will be best promoted by a liberal co-operation in every measure calculated to advance the general improvement of the Province. This sentiment they will always impress on their officers and servants, and they are assured that in those transactions to which Mr. Galt may have occasion to solicit the consideration of Your Excellency, he will experience every facility which the subject may require or he can possibly expect.—By the authority of a Court of Directors held this day.

I have the honor to be,

Sir,

Your Excellency's most humble and very obd't. serv't

(Signed)

JOHN HULLETT,  
*Chairman.*

To His Excellency Sir Peregrine Maitland, }  
K.C.B. Lieutenant Governor of Upper }  
Canada, &c. &c. &c. }

*Downing*

G.

*Downing Street, 23d May, 1826.*

At a meeting held this day at the Colonial office at which Lord Bathurst and Messrs. Downie, Hullett, Fullerton, McGillevray, Logan and Galt, were present, the following arrangement was made and concluded between Lord Bathurst, on behalf of His Majesty's Government, and the said Messrs. Downie, Hullett, Fullerton, McGillevray, Logan and Galt, on behalf of the Canada Company.

1st.—It appearing from the award of the Commissioners that the Clergy Reserves valued by them, comprised 829,430 Acres, and those Lands being valued at three shillings and three pence, current money of Upper Canada, per acre, the Canada Company would have to pay to His Majesty's Government the sum of £145,150 5s 0d current money of Upper Canada, if those Clergy Reserves had been conveyed to them. In lieu of the before mentioned 829,430 acres, His Majesty's Government will grant and convey to the Canada Company, for the same price of £145,150 5s 0d currency, a block of land containing one million of acres, in the territory lately purchased from the Indians, in the London and Western Districts.

2d.—One third part of the before mentioned sum of £145,150 5s 0d currency shall be expended by the Canada Company in public works and improvements within the said block of land, and the remaining two third parts only of the said sum of £145,150 5s 0d currency shall be actually paid to His Majesty's Government.

3d.—By the terms "public works" and "improvements" will be understood, canals, bridges, high-roads, churches, wharves, school-houses, and other works undertaken and calculated for the common use and benefit of His Majesty's Subjects resident within that part of the Province of Upper Canada, in contradistinction to works intended for the use and accommodation of private persons.

4th.—The plan and estimate of every such undertaking will originate with the company, and must be invariably submitted by them to the Governor in Council, prior to his consent being given, that the expense of such undertaking shall be received in part of payment; and in the event of any difference of opinion arising between the company and the local government respecting the advantage or expense of any such proposed undertaking, or respecting the time or mode in which the same may most conveniently be carried into execution, the question is to be referred to the Secretary of State, whose decision shall be final.

5th.—Upon the completion of any such undertaking, the company shall lay before the Governor in Council a statement of the cost incurred by them in effecting the same, and if the Governor and Council shall deem such work to have been duly executed according to the plan upon which the estimate was founded and in such a manner as was intended at the time that the estimate was formed, the company shall be allowed credit in account for the amount actually expended, provided it has not exceeded the estimate. If, however, the expense should in any instance exceed such estimate, and the Governor in Council shall deem such excess to have been justified by special circumstances, the company shall in that case also be allowed credit in account for the amount actually expended, provided such sums do not exceed in the whole one third of the said purchase money of the said million acres.

6th.—

6th.—The block of 1,000,000 acres of land to be allowed to the company, shall be selected by them from such part of the lands, lately purchased from the Indians, as are situated in the London and Western Districts. The block shall be marked out by the Surveyor General or his deputies, and shall approximate to the form of some regular mathematical figure as nearly as may be, consistently with preserving any well defined natural land marks or boundaries.

7th.—The provisions contained in the original contract of the 26th November, 1824, respecting the resumption of lands by His Majesty for public services: and generally, all the provisions contained in those arrangements for the security and benefit of the public, shall be applied to, and affect the lands to be substituted for the Clergy Reserves.

8th.—The block of one million acres of land will be surveyed, and a road will be made through the blocks of Clergy Reserves in the District of Gore, such survey and road will be made at the expence of His Majesty's Government.

The company shall be allowed *sixteen years*, to commence from 1st July, 1826, for the fulfilment of their contract with His Majesty's Government.

9th.—In substitution for the provisions contained in the minutes of the agreement respecting the mode of paying the purchase money to His Majesty's Government, it is agreed that the company shall pay—

In the year commencing the 1st July, 1826, and	
ending the 1st July, 1827, . . . . .	£ 20,000
In the year ending the 1st July, 1828, . . . . .	15,000
In the year ending the 1st July, 1829, . . . . .	15,000
In the year ending the 1st July, 1830, . . . . .	15,000
In the year ending the 1st July, 1831, . . . . .	16,000
In the year ending the 1st July, 1832, . . . . .	17,000
In the year ending the 1st July, 1833, . . . . .	18,000
In the year ending the 1st July, 1834, . . . . .	19,000
In the year ending the 1st July, 1835, . . . . .	20,000
And in each of the seven succeeding years the like sum of	£20,000.

10th.—The sums above mentioned are the amount of what the Canada Company is actually to pay to His Majesty's Government, and do not include the sums which they are to invest in public works and improvements in the block of land in the London and Western Districts.

The preceding sums are the greatest amount which in each of the years above mentioned, the Canada Company shall be obliged to pay to His Majesty's Government; but this arrangement is not to prejudice the right of the Company to lay out any greater sums of money in any of those years according to the terms of the original contract.

11th.—In the year ending the 1st July, 1843, the company shall either take up on the terms already stated all the lands then remaining to be taken up, or shall terminate the contract and abandon all claim to such lands as have not at that time been taken up by them.

12th.—If any of the lands to be sold to the company shall be alleged by them to be altogether unfit for cultivation, either in arable or in pasturage,

turage, arbitrators shall be appointed in the manner prescribed in the 31st article of the original contract; and such arbitrators shall decide both whether such lands, or any of them, are totally unfit for cultivation, and what is the amount of the compensation or equivalent to be allowed to the company in respect of any such lands; and the lands which shall have been thus decided to be totally unfit for cultivation, shall be thenceforth considered as having lapsed to the Crown, and belong exclusively to the Crown.

13th.—Lord Bathurst will immediately take the necessary measures for completing the charter of the company with all practicable despatch.

Lord Bathurst does not consider that the formation of high-roads would be a legitimate application of money within the meaning of clause No. 3, except in those peculiar and special cases in which the formation of the road may be directly conducive to the public interest of the province, and his Lordship will instruct the Lieutenant Governor, that he is to approve of expenditure on high-roads under this clause only in those cases where such general interests may be promoted by the undertaking.

(Signed)

BATHURST.

## CANADA COMPANY'S CHARTER.

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*GEORGE the FOURTH, by the Grace of GOD, of the United Kingdom of Great Britain and Ireland, King, Defender of the Faith, and so forth.*

To all to whom these presents shall come.

### GREETING :

**W**HEREAS, in and by a certain Act of Parliament, made and passed in the sixth year of our reign, entitled "an Act to enable His Majesty to grant to a company to be incorporated by charter, to be called, "the Canada Company," certain lands in the province of Upper Canada, and to invest the said company with certain powers and privileges, and for other purposes relating thereto," after reciting, among other things, that divers persons had united together to establish a company for purchasing, improving, settling, and disposing of certain lands in the province of Upper Canada, and for other lawful purposes; and in order to carry into effect the purposes aforesaid, had subscribed a capital of one million pounds, sterling, upon which the sum of ten pounds per centum had been paid by the several subscribers, and had humbly besought us to grant to them a charter of incorporation; it was enacted, that in case we should, within three years after the passing of that act, be pleased, by charter of incorporation, under the great seal of Great Britain and Ireland, to declare and grant that such and so many persons as should be named therein, and all and every such other person or persons as from time to time, should be duly admitted members into their corporation, should be a body politic and corporate by the name of 'The Canada Company,' and to declare that the said corporation, so to be made and created, should be established for the purpose therein-before mentioned, and for such other lawful purposes as to us might seem meet; then and in that case it should, and might be lawful for the said corporation to hold, to them and their successors, such lands, tenements, and hereditaments, within the province of Upper Canada, and Lower Canada, as should or might be granted by us to them and their successors, within the said provinces, or as (subject to the restrictions hereinafter mentioned) should be contracted for, and purchased, or acquired by them therein, and to hold, alienate, sell and dispose, of all such lands, tenements, and hereditaments, upon, under, and subject to such conditions, provisoes limitations and restrictions, as we by such our charter might impose, direct, or prescribe; and further provisions were in and by the said act of parliament made for raising the capital of the said company, and for transferring the shares, and for other matters therein mentioned.

Now know ye, that upon the prayer of the several persons hereinafter named, and others, and also of our special grace, certain knowledge and mere motion, we have given, granted, made, ordained, constituted, declared and appointed, and by these presents for us, our heirs and successors, do give, grant, make, ordain, constitute, declare and appoint, that Charles Bosanquet, Esquire, William Williams, Esquire, Robert Bidolph, Esquire, Richard Blanchard, Esquire, Robert Downey, Esquire,

John



John Easthope, Esquire, Edward Ellice, Esquire, James William Freshfield, Esquire, John Fullarton, Esquire, John Galt, Esquire, Charles David Gordon, Esquire, William Hibbert, the younger, Esquire, John Hodgson, Esquire, John Hullett, Esquire, Hart Logan, Esquire, Simon McGillivray, Esquire, James McKillop, Esquire, John Masterman, Esquire, Martin Tucker Smith, Esquire, and Henry Usborne, Esquire; together with such and so many other person or persons, bodies politic or corporate, as have become, or shall at any time hereafter become, subscribers or shareholders of or for the capital stock hereinafter mentioned, in manner hereinafter provided, and their respective successors, executors, administrators and assigns; and such other person or persons, bodies politic or corporate, as shall from time to time be possessed of, or entitled to, such shares as are hereinafter provided, shall be one body politic and corporate, in deed and in name, by the name of "The Canada Company," and by that name shall and may sue and be sued, implead and be impleaded, in all courts whether of law or equity, and shall have perpetual succession, with a common seal, which may by them be changed or varied at their pleasure.

And we do declare that the said corporation shall be, and is established for the purpose of purchasing, holding, improving, clearing, settling, and disposing of waste and other lands in our province of Upper Canada, and for making advances of capital to settlers on such lands for the opening, making, improving, and maintaining roads, and other internal communications for the benefit thereof, and for promoting the cultivation of such articles as can advantageously be exported from the said province, and for the other purposes hereinafter mentioned, with all such powers, privileges and authorities, as are in and by the said act of parliament contained and expressed.

And we do further declare and ordain, that the present capital or joint stock of the said company, to be used and applied in establishing and carrying on the said undertaking, and for the purposes aforesaid, shall be a sum of not exceeding one million pounds sterling; to be raised in shares of one hundred pounds each: and that the shares in the said undertaking, and the profits and advantages thereof, shall be and be deemed personal estate, and as such personal estate, shall be transmissible accordingly.

And we do further declare and ordain, that all and every person and persons, bodies politic or corporate, by or from whom any subscription shall be made or accepted, or any payment made pursuant to the provisions herein contained, for that purpose, for or toward the raising of the said capital sum of one million pounds, as aforesaid, his, her, or their successors, executors, administrators and assigns, respectively, (no such subscription being less than one hundred pounds) shall have and be entitled to a share of and in the said capital or joint stock of the said company in proportion to the monies which he, she, or they shall have so contributed towards making up the same, and shall have and be entitled to a proportionable share of the profits and advantages attending the capital stock of the said company, and shall be admitted to be a proprietor or proprietors of and in the same.

And we do further declare and ordain, that the said company, or the directors to be appointed by virtue of this our charter, shall cause the names and designations of the several persons and bodies politic and corporate who have subscribed for, or may at any time hereafter be entitled to, a share or shares in the said company, with the number of such share

share or shares, and also the proper number by which every share shall be distinguished, to be fairly and distinctly entered in a book or books, to be kept by their clerk or secretary.

And we do further declare and ordain, that the several persons, bodies politic or corporate, who have subscribed for and towards the said capital, or who shall at any time hereafter have or hold any share or shares in the same, shall, and they are hereby required to pay the sum or sums of money by them respectively subscribed, or such parts or proportions thereof as shall from time to time be called for, pursuant to or by virtue of the powers and directions of this our charter at such times and places, to such person or persons, and in such manner as shall be ordered and directed by any court of directors for the time being of the said company; and in case any person or persons, bodies politic or corporate, shall neglect or refuse to pay any such sums of money, at such times and in such manner as shall be ordered and directed by the court of directors as aforesaid, it shall be lawful for the said company to sue for and recover the same, together with lawful interest, from such appointed time of payment, from such person or persons, bodies politic or corporate: or in cases where two or more persons, bodies politic or corporate, shall have jointly subscribed for, or be jointly possessed of, any one or more share or shares in the said company, then from all, any or either of such persons, bodies politic or corporate.

And we do further declare and ordain, that whenever two or more persons, bodies politic or corporate, shall be jointly possessed of, or entitled to, any share or shares in the said company, the person whose name shall stand first in the books of the said company as proprietor of such share or shares, shall, for all the purposes of the said company, and of this our charter, be deemed and taken to be the owner or proprietor of such share or shares; and all notices required to be given to the owner or proprietor of any share or shares in the said company, shall or may be given to or served upon such person or body whose name shall so stand first in the books of the said company; and such service upon such person or body shall be deemed and taken to be a service upon all the owners or proprietors of such share or shares, for all the purposes for which such service is intended to be made upon the owners or proprietors of such share or shares; and all such owners or proprietors shall be entitled to give their vote or votes, in respect thereof, by the person or body whose name shall stand first in the books of the company, as such proprietor of such share or shares, and his vote shall on all occasions be deemed and allowed to be the vote for and in respect of the whole property in such share or shares, without proof of the concurrence of the other proprietor or proprietors of such share or shares.

And we do further order, declare, and ordain, that it shall be lawful for the several proprietors of the said company, their executors, successors and assigns, to sell and transfer any share or shares, of which they shall respectively be possessed, and every such transfer shall or may be in the form and to the effect following, that is to say:—

(I or we) of in consideration of paid to (me or us)  
by of do hereby bargain, sell, assign, and transfer unto the said  
the sum of capital stock of and in the undertaking called  
the Canada Company, being (share or shares) (number or numbers)  
in the said undertaking, to hold to the said executors, administra-  
tors, or assigns, subject to the same rules, orders and regulations, and  
on

on the same conditions that (I or we) held the same immediately before the execution hereof: and (I, or we) the said do hereby agree to accept and take the said (share or shares,) subject to the same rules, orders, regulations and conditions; witness our hands and seals this day of in the year of our Lord or such transfers shall be in some other convenient form, to be devised by the said company; and every such transfer shall be under the hand or hands of the member or members, transferring such share or shares, or of some person or persons lawfully authorized by him, her or them, for that purpose, under which transfer the person or persons, bodies politic or corporate, to whom such transfer shall be expressed to be made, or some other person by him, her or them, lawfully authorized, shall sign his, her or their, name or names, signifying the acceptance of such transfer; which said transfer shall be made and entered in a book to be kept by the said company for that purpose, for which a fee shall be paid to and for the use of the company, not exceeding ten shillings for each share transferred, to be from time to time fixed by the said court of directors, in addition to the stamp duty, payable in respect of such transfer, and that such transfer so to be executed as aforesaid, shall affect the transfer of such share or shares, and shall convey the whole estate and interest therein of the person or persons so transferring, or authorizing the same to be transferred to the person or persons, bodies politic or corporate, so taking or accepting the same—which person or persons, bodies politic or corporate, shall thereby forthwith become in all respects members of the said company in respect of such share or shares, in the place of such person or persons, so transferring the same, or authorizing the same to be transferred; and that until such transfer shall be made and entered in such book, in manner aforesaid, no person or persons claiming an interest in any such share or shares, by purchase or otherwise, shall be deemed the proprietor or proprietors of such share or shares, or shall be entitled to any dividend or beneficial interest in the said capital stock in respect thereof, nor until six calendar months after such transfer shall have been made, be entitled to vote at any meeting or meetings as proprietor or proprietors of the said company in respect of such share or shares; and a copy of such transfer extracted from the said book wherein the same is made and entered, and signed by the said clerk, secretary or other officer of the said company duly authorized thereto, shall be sufficient evidence of every such transfer, and be admitted and received as such.

Provided always, and we do further order, declare and ordain, that after any call for money shall have been made and become due and payable by virtue of this our charter, no person or persons, bodies politic or corporate, shall sell or transfer any share or shares which he, she or they, shall possess in the said stock of the said company, until the money so called for in respect of his, her or their, share or shares intended to be sold shall be paid, and until such money so called for shall be paid, any such sale or transfer of any share or shares shall be void; and all and every person and persons, body politic and corporate, making default therein, shall be subject and liable to forfeit such his, her or their, share or shares in the said company, to and for the general benefit of the said company, unless he, she or they, shall at the time of such sale or transfer pay to the banker of the said company, or such person or persons as the court of directors, for the time being, shall appoint to receive the same, the full sum of money called for upon every share so to be sold or transferred, such forfeiture, nevertheless, to be first notified and declared in manner directed by this charter with respect to forfeiture of shares for not answering the calls to be made thereon as aforesaid.

And

And we do further declare and ordain, that when any person or persons shall claim any part or share in the said capital or joint stock of the said company, or the profits thereof in right of marriage, an affidavit, or solemn affirmation by Quakers, of such marriages containing a verified copy of the register of such marriage, or the purport of such register, shall be made and sworn to, or affirmed, or made by some credible person before one of our justices of the peace, or before a judge of some court of record in the United Kingdom, or in any of our colonies and settlements abroad, or before some person duly qualified to administer an oath, if in any other country, and shall be delivered to and left with the clerk, secretary, or other proper officer, for the time being, of the said company, appointed for that purpose, who shall preserve the same, and make an entry thereof in the book or books which shall be kept by the said clerk for the entry of transfers and sales of shares in the said company, before such person or persons shall be entitled to sell or assign any share or shares, or to claim payment of any dividend or dividends in respect thereof, or to vote as the proprietor of such share or shares. And when any person or persons shall claim any part or share in the capital or joint stock of the said company, or the profits thereof, under or by virtue of any will or bequest, or in a course of administration, the probate copy of the will, or the letters of administration in case the proprietor shall have died intestate, shall be produced and shewn to the said clerk, secretary or other officer aforesaid, who shall make an entry of such will, or of so much thereof as shall relate to the disposition of the share or shares of the testator, or of the letters of administration in case the proprietor shall have died intestate, before any person or persons shall be entitled to sell and assign such share or shares, or to claim payment of any dividend or dividends, in respect thereof.

And notwithstanding, that no bequest, clause, matter or thing, in any will or instrument contained, shall bind or affect the said company with notice of the disposition of any share or shares in the capital or joint stock of the said company, or the gains and profits thereof, but the registry of every such share or shares, shall be in the name or names of the executor or executors who shall prove the will of such testator, or the administrator or administrators of his effects, whose receipt or receipts to the said company for the gains and profits thereof, and to any purchaser or purchasers for the amount of the purchase money paid upon the sale and conveyance of such share or shares, shall be good and effectual, and shall bind the cestueque trusts, and all other persons claiming in trust or otherwise under such testator.

And we do further declare and ordain, that the directors hereinafter mentioned, or the directors for the time being, or such of them as shall be present at and constitute a court of directors, or the major part of them, shall have full power to make such call or calls for money from the several subscribers and proprietors, for the time being, of the said company, their respective executors, administrators, successors and assigns, not exceeding in the whole the sum of one hundred pounds on each of the shares of and in the capital stock of the said company, held by him, her or them, respectively, as the said court of directors shall from time to time find wanting and necessary for the purposes of the said company, so that no one such call do exceed the sum of ten pounds sterling for or in respect of any one share of one hundred pounds, and so that no call or calls be made but at the distance of three months, at least, from another, and the sum or the several sums of money so to be called for shall be paid to the bankers of the said company, for the time being, or to such other

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person

person or persons, and at such time and place, as shall be appointed by the said court of directors, of which time and place twenty days previous notice, at least, shall be given in the London Gazette, and in such two or more of the daily London newspapers, as the said court of directors shall direct.

And we do further declare and ordain, that if any subscriber or any proprietor or proprietors of any share or shares in the said company, his, her or their, executors, administrators, successors or assigns, shall neglect or refuse to pay his, her or their, part or portion of the money to be called for by the court of directors as aforesaid, during the space of six calendar months next after the time appointed for payment thereof, together with lawful interest from the appointed time of payment, then and in every such case, such person or persons, bodies politic or corporate, so neglecting or refusing, shall absolutely forfeit all his, her or their, share or shares in the said company, and all profits and advantages thereof, and all monies theretofore advanced by him, her or them, on account thereof, to and for the use and benefit of the said company, and all shares which shall or may be so forfeited, shall or may at any time or times hereafter be sold at public sale for the most money that can be gotten for the same, and the produce thereof shall go to and make part of the capital stock of the said company; and such share or shares forfeited and sold shall be assigned and transferred to the purchaser by an instrument under the common seal of the said company in manner required upon other transfers of any share or shares, but no advantage shall be taken of such forfeiture of any share or shares until the same shall be declared to be forfeited at some general or special meeting of the said proprietors, which shall be held not earlier than six calendar months next after the said forfeiture shall happen; and that every such forfeiture so to be declared shall be an absolute indemnification and discharge to and for the proprietor or proprietors, or his, her or their, executors, administrators, successors or assigns, so forfeiting, against all actions, suits, and prosecutions, from all liability in respect thereof, and for any breach of contract, or other agreement between such proprietor or proprietors, his her or their, executors, administrators, successors and assigns, and the said company, in respect of such share or shares, with regard to the future carrying on and management of the said company.

And for the better ordering, managing and governing, the affairs of the said company, and for making and establishing a continual succession of persons to be directors and auditors of the said corporation,—We do by these presents, for us and our heirs and successors, grant unto the said company and their successors, and we do hereby ordain and appoint, that there shall be from time to time, constituted in manner hereinafter mentioned out of the members of the said company, a governor and a deputy governor, who shall also be directors, and sixteen other directors, as hereinafter mentioned, and four auditors of the said company, and a secretary; which governor, deputy governor, and other directors, or any five of them, shall constitute and be called a court of directors, for the ordering, managing and directing, in the manner and under the provisions hereinafter contained the affairs of the said company; and that the said Charles Bosanquet shall be the first governor, and the said William Williams shall be the first deputy governor, and the said Robert Bidulph, Richard Blanchard, Robert Downie, John Easthope, Edward Ellice, John Fullarton, Charles David Gordon, William Hibbert, junior, John Hodgson, John Hullett, Hart Logan, Simon McGillivray, James M'Killap, John Masterman, Martin Tucker Smith, and Henry Osborne, shall

shall be the first directors, in addition to the said Charles Bosanquet and William Williams; and that Thomas Starling Benson, esquire, Thomas Poynder, junior, esquire, Thomas Willson, esquire, and John Woolley, esquire, shall be the first auditors: and that the said governor, deputy governor, and other directors and auditors, shall continue in their respective offices until the first Wednesday after the twenty-fifth day of March, which will be in the year of our Lord, one thousand, eight hundred and twenty-nine, and until others shall be duly elected in their respective offices, unless they, or any of them, shall sooner die, resign, or become disqualified, as hereinafter mentioned; which election shall be had and made in manner hereinafter in that behalf provided, and the persons then so elected to such offices, shall be in the places of the first governor, deputy governor, other directors and auditors.

And we do, by these presents, further ordain, constitute, and appoint, that it shall be competent to the said company to manage and conduct the affairs of the said company in the Province of Upper Canada, by a board of commissioners, to consist of two or more persons resident in Upper Canada, with such powers and authorities to contract for, and bind the company to such extent, and subject to such restrictions as the court of directors of the said Company shall, from time to time, determine; and such commissioners shall, in all things, conform themselves to such directions, regulations, and instructions, as shall, from time to time, be communicated to them by the court of directors of the said Company.—Provided always, that such restrictions as shall be imposed by the said court of directors upon the powers or authorities of the said commissioners to contract for and bind the said Company, shall be, from time to time, publicly made known in the said province, by transmitting a copy of such restrictions to the clerk of the peace of the said province, which the said commissioners are hereby required to do, and to certify the same under their hands, which copy the clerk of the peace shall permit all persons to inspect at all reasonable times; and the said commissioners shall, from time to time, communicate to the said court of directors in London, full and particular information of all transactions, acts, deeds, matters, and things, concerning the affairs of the said company, or in anywise affecting the same.

And we do further, by these presents, ordain, will, and appoint, that it shall and may be lawful for all and every the members or share-holders of the said company, from time to time, to assemble and meet together at any convenient place or places, for the choice of their governor, deputy governor, other directors and auditors, and for the making bye-laws, rules, orders, and regulations, for the government of the said company, and for other affairs or business concerning the same, twenty-one days previous notice thereof being given by advertisement in the London Gazette, and in two or more of the daily London newspapers, and a notice in writing also affixed upon the Royal Exchange of London at least fourteen days previous to the time appointed for such meeting, and all the members of the said company, or so many of them as shall be so assembled, shall be and be called a general court of such company, which court shall assemble and meet at such times, and in such manner as hereinafter mentioned; and that such meetings being so duly assembled shall, with the assent of the majority of the proprietors so assembled, have power to adjourn from time to time as shall be convenient; and that on some day or days between the tenth day of January, and the first Wednesday after the twenty-fifth day of March inclusive, which shall be in the year of our Lord, one thousand, eight hundred and twenty-nine, and



and in every succeeding year; there shall be yearly and successively chosen all succeeding directors and auditors of the said company, as hereinafter provided, out of the Members of the said company, by the majority of the votes of all and every such members of the said company in general court assembled, as shall be personally present, and of all bodies politic or corporate, who may vote by deputation under their common seal at such meeting, who shall be entitled to vote in respect of their shares in the said capital stock of the said company, in the proportions following: that is to say, that every holder of five and less than ten shares in the said capital stock, shall be entitled to one vote; every holder of ten and less than twenty shares, to two votes; every holder of twenty and less than twenty-five shares, to three votes, and every holder of twenty-five shares, or upwards, to four votes and no more; which succeeding directors and auditors shall severally and respectively continue in their offices to which they shall be so elected for the period, and in manner hereinafter provided, and until others shall be duly chosen in their places respectively; and the election of such directors and auditors at the annual or other elections, shall take place by ballot, or in such other mode as shall be determined by any bye-law of the company, to be made as herein provided. It being hereby ordained and declared, that one-third of the said directors, and one of the said auditors, shall go out of office in rotation every year, to commence with the said election in the year one thousand, eight hundred and twenty-nine; and another election of six directors and one auditor shall thereupon take place; but, nevertheless, the directors and auditors so going out of office in rotation for the time being are, and shall, at all times hereafter, be capable of being re-elected to their said offices, or elected to any other offices in the said company, if otherwise properly qualified, and in regard that the said rotations cannot take place during the three years including and commencing with the said year one thousand, eight hundred and twenty-nine, the directors and the auditors hereby appointed respectively who are to go out of office, as aforesaid, on the first Wednesday after the twenty-fifth day of March of the same three years, shall be ascertained and known by drawing lots for that purpose at any of the meetings of the said directors and auditors respectively, in such fair and proper manner as the said directors shall in their discretion agree to and approve of, so always that the names of the directors to go out by rotation shall be declared, and notice thereof affixed in some conspicuous place in the office of the company, at least fourteen days before the day of the annual election for the choice of directors; but the governor, or deputy governor shall not be included in the ballot or list for drawing lots within the year one thousand, eight hundred and twenty-nine, or one thousand, eight hundred and thirty, but shall vacate their offices with the directors upon whom the lot shall fall to go out of office in the year one thousand, eight hundred and thirty-one, and shall, with those directors, be re-eligible, if otherwise properly qualified; and the governor, deputy governor, and other directors or auditors, so, from time to time, elected and chosen, shall be elected and chosen for the term of three years, unless such governor, deputy governor, or other director or auditor shall be elected in the room of some other governor, deputy governor, or other director or auditor dying, resigning, or becoming disqualified, in which case, he or they shall be elected for such period of time as the governor, deputy governor, or other director or auditor in whose room or stead he or they were elected had to serve. Provided, nevertheless, that in all cases of a vacancy of governor or deputy governor, at the annual, or any other election, it shall be competent for the proprietors duly qualified to elect any of the continuing directors, or any of the directors to be chosen at such

such election, to be governor or deputy governor, such proprietors declaring and specifying by their vote or ballot, the name or names of the person, whether a continuing director or directors elected or re-elected at such election, for whom such proprietors vote to be governor or deputy governor; and if any continuing director or directors, shall be chosen governor or deputy governor, he or they shall be governor or deputy governor for the period he or they shall have to serve as director at the time of election, as governor or deputy governor; and if any new director or directors shall be chosen governor or deputy governor, he or they shall be governor or deputy governor for the period for which he or they shall be chosen at such election; provided also, that the person who shall have served the said office of director or auditor shall, if otherwise properly qualified, be eligible to be re-chosen to the said office.

And we do further, by these presents, for us, our heirs and successors, grant unto the said company and their successors, and will and ordain, that no person shall, at any time, be capable of being chosen governor, deputy governor, or other director or auditor of the said Company, unless he shall, at the time of such election, be a natural born or naturalized subject of the United Kingdom, and shall also have in his own name, and in his own right, twenty-five shares or more of the capital stock of the said company; and that no director or auditor shall continue in his or their respective offices longer than the continuance of such their respective interest in such number of shares in their own names and rights, and to their own uses respectively:—and in case any governor or deputy governor, other director or auditor shall be in any manner divested of or part with such of his shares as to reduce the same to any lesser number than aforesaid, then the court of directors for the time being, at their next meeting, when such fact shall be made to appear to them, shall proceed to declare the said respective offices or places of such governor, deputy governor, other directors or auditors so divested of, or parting with their said shares as aforesaid, to be vacant, and the said vacancy or vacancies, so declared, shall be filled up in the same manner as in the case of other vacancies at the general court of the said company, which shall be duly held next after such declaration; and that in every case where any governor, deputy governor, other director or auditor, shall happen to die, or resign his office, before the annual election of such officers, the major part of the members of the said company, qualified as aforesaid to be assembled in a general court, shall and may select and choose any other member or members of the said company, qualified as aforesaid, into the office of such governor, deputy governor, other director or auditor, that shall so die or resign; which person or persons, so to be elected, shall continue in his or their said office for such and the like period as the governor, deputy governor, director or auditor had to serve in whose place or stead he shall be so elected,

And we do further ordain and direct, that the want of or failure to elect all or any of the directors to compose a competent court of directors, shall not in any manner tend to work the dissolution of the said corporation, but that the general body of members shall and may be lawfully assembled and convened at some day to be fixed by the remaining directors or the major part of them for the election of the requisite number of directors in manner hereinbefore provided, which directors so elected shall have and continue all powers, privileges, and authorities, hereinbefore provided for the continuance and government of the said corporation:

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And we do further by these presents, ordain, constitute and appoint, that it shall and may be lawful to and for the said company at any general court, to grant such salaries and allowances to be paid to the said governor, or deputy governor, and other directors, and auditors, and secretary, of the said company as may be deemed expedient, provided that circular notices convening such general court shall issue at least one month before such meeting, and which notices shall contain a distinct statement, that a motion will be made at such court for the grant of such salaries and allowances.

And we do further will, direct and appoint, that for the better ensuring the good government and prosperity of the said company, there shall be holden two general courts of the said company, at the least, in each year, sometime in the course of the months of June and December, on a day to be appointed by the court of directors, and with such notices as are hereinbefore provided, at which the half yearly dividends shall be declared; and if there shall at any time hereafter be a failure of holding a general court in either of the said months as aforesaid, then and in such case, any three or more of the said directors shall and may, giving such notices as are hereinbefore directed, summon and call a general court, which shall be holden in the month next ensuing the month in which such general meeting should have been holden, as aforesaid, or as soon after as the notices hereby directed will allow.

And we do further will, direct and appoint, that fourteen days before the general court to be held in the month of December in every year, the accounts of the said company shall be submitted to and audited by the auditors for the time being, or any two of them, and a statement of the income and outgoings of the said company, being the result of such accounts, shall be signed by the said auditors, or any two of them, and laid before the then next meeting of the said court of directors.

And further we do by these presents direct and appoint, that upon the requisition in writing of any twenty or more of the members of the said company, each having not less than ten shares in the said capital stock, the court of directors shall, within twenty one days after such requisition, (and of which such notices shall be given as are hereinbefore directed,) summon and call a special general court, either for special or general purposes, to be held of the members of the said company, qualified to vote as electors as aforesaid, and in default of the court of directors, to summon and call such court, it shall and may be lawful for the said twenty, or more members, having such shares as aforesaid, upon fourteen days previous notice, by advertisement under their hand, in the London Gazette, and in two or more of the daily London newspapers, and by writing affixed on the Royal Exchange in London, to summon and hold a special general court, and there to consider and debate upon any business relating to the government or affairs of the said company, and in case such special general court shall have been convened for any special purpose, then to proceed in such special matter, and to come to any determination, or to despatch any business belonging to such special purposes, or otherwise to come to any resolution or resolutions for the further examination into the matters relating to the affairs and government of the said company; and that it shall and may be lawful, in pursuance of any resolution by the major part of the members composing such special general court, to adjourn the same to a day then to be fixed upon, and so from time to time, and that such special general or adjourned general court, composed of members qualified as aforesaid, shall be holden

holden finally to determine by the majority of their voices upon all resolutions relating to the affairs and government of the said company. Provided always, that in every such case the requisition and summons for a general court shall express the purpose thereof.

And we do hereby further, for us, our heirs and successors, give full power to all and every the members of the said company, qualified to vote as aforesaid, in a general court duly assembled by the majority of the votes of those there present, to make and constitute such bye laws, rules, orders, and regulations for, and relating to the affairs and government of the said company, so that such bye laws, rules, orders, and regulations be not repugnant to the laws and statutes of this realm, nor repugnant to any of the enactments herein contained. Provided always, that such bye laws, rules, orders, and regulations, be duly recorded in the public book of the said company, so that the same may be at all seasonable times accessible to the members and officers of the said company.

And we do further constitute, direct, and appoint, that the governor, or, in his absence, the deputy governor, shall preside and act as chairman of the said court of directors and general meetings of the said company: and if it shall so happen, that at any meeting of the said directors, or at any general meeting of the said company, neither the governor or deputy governor shall attend, it shall be lawful for the major part of the directors then present to appoint a chairman for that occasion; and in case no director shall be present at a general meeting of the said company, or in case the director or directors present shall not appoint a chairman for such occasion, it shall be lawful for the members of the said company then present, or the major part of them, to appoint a person to preside at such meeting; and the governor, deputy governor, or other person presiding at any such meeting, shall, in case of any equality of votes, have a second or casting vote.

And we do hereby, for us, our heirs, and successors, ordain, declare, limit, direct, and appoint, that all sums of money paid and received in respect of the shares of the said company, together with all requisitions or investments whatsoever, whether real or personal, or wheresoever lying, being and situated in the United Kingdom or elsewhere, whether vested in the said company in their own name or in the names of trustees, or in what manner soever the same shall be vested, shall form and constitute the joint or capital stock of the said company and their successors for ever, and shall be liable and answerable for the debts, liabilities, and engagements, of the said company.

And we do further by these presents, for us, our heirs and successors, grant unto the said company, and we do will and direct, that in case the sum already subscribed shall be found insufficient in the opinion of the court of directors of the said company to carry into full effect the beneficial purposes aforesaid, then and in such case it shall be lawful for the members of the said company, for the time being, in pursuance of any resolution adopted at one and confirmed at a subsequent general, or general special court, to raise and contribute amongst themselves, in such shares and proportions as they shall think proper, or by the admission of new subscribers, any further or other sum of money, not exceeding the sum of one million pounds sterling, and every subscriber towards raising such further sum of money shall be a proprietor of and in the capital of the said company, and shall have a like vote in respect of his, or her,

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shares in the said additional sum so to be raised, and be liable to such forfeitures, and stand interested in all the rights, profits and advantages of the said company, in proportion to the sum he, she or they, shall subscribe to the said capital so extended, to all intents and purposes, as if such further or other sum hereby allowed to be subscribed for or raised had been originally part of the capital of the said company, anything hereinbefore contained to the contrary in anywise notwithstanding.

And we do hereby further, for us, our heirs and successors, grant unto the said company, and their successors, and we do will, direct and appoint, that it shall and may be lawful for the said company, for the purposes aforesaid, not only to purchase, take, hold, sell, let and dispose, of all such lands in the provinces of Upper Canada and Lower Canada, as aforesaid, and more especially any such lands as shall be granted by us in virtue of our royal prerogative, or by the authority of parliament, and also to contract for, bargain, purchase and export all such merchandizes, matters and things as may be necessary or convenient for the cultivation, clearing or improving of the lands which may be purchased by the said company, as aforesaid, or as hereinafter mentioned; and shall also be empowered, and they are hereby authorized, to import and receive, and to sell and dispose of all goods and merchandize which may be consigned or remitted to them from such their lands, in payment or satisfaction of any rent or purchase-money arising from the occupation or sale of any such lands, and to receive and negotiate in England bills of exchange, promissory notes, or other negotiable securities, for money which may be remitted to them on account of any such rent or purchase money; and also to purchase, take, hold, sell, and dispose, of all lands, tenements and hereditaments, situate in Great Britain and Ireland, or in the said provinces of Upper Canada and Lower Canada, or elsewhere in our dominions, which it may be necessary or convenient for the said company to acquire, in order to the carrying the purposes of this charter into more complete effect; provided, that such lands, tenements and hereditaments, as may be purchased in Great Britain and Ireland, be not altogether of more than the value of five hundred pounds per annum at the time of such purchase; and also provided, that any such purchases in the said provinces of Upper Canada and Lower Canada, be of such annual value only as we, by any order or orders to be by us issued with the advice of our privy council, may from time to time authorize and direct, and be made in conformity with the local laws and statutes in force in those parts of our dominions in which the lands so to be purchased may be situate: and that the said company may do all other acts and things in relation to the premises in all respects as beneficially as any other body politic or corporate, or any subject of this realm is by law entitled to do.

And we further will, declare and appoint, that it shall and may be lawful to and for the said company, to advance and lend money to the local governments in the said provinces of Upper Canada and Lower Canada for any purpose whatsoever, or to any trustees, commissioners or other persons having the care of making or executing any public works in the said provinces, or either of them, at such rate of interest as may be agreed upon in every such case, and to take and accept from such government, or from any such trustees, commissioners or other persons, such assignment, grant, demise or other security, of or upon any public revenue of the said provinces, or upon any rates, tolls, charges or assessments, within the said provinces, or any or either of them, or such other security for the payment of the money so to be advanced, and also  
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for the interest thereon, as to the said company shall appear satisfactory, and which shall be good, valid and effectual, for the purposes expressed therein, and shall and may be enforced for the benefit of the said company, their successors and assigns.

And we do further by these presents for us, our heirs and successors, grant, direct and appoint, that the said governor, deputy governor and other directors, for the time being, or any five or more of them, shall and may from time to time, and at all convenient times, and when and as often as they shall think fit, assemble and meet together at any place or places for the direction and management of the affairs of the said company; and being so assembled, shall in such direction and management in all respects conform themselves to such bye laws, rules, orders and regulations, as shall from time to time be made by any general or special court of the said company, and subject to all such bye laws, rules, orders and regulations, shall and may direct, and manage the affairs and business of the company in all and singular the matters and things hereinbefore particularly set forth in the disposition and investment of all cash, bills, notes and other securities to the company, and in all other the traffic, commerce and dealings of the said company; and that they shall have power and authority to enter into all contracts, whether under seal or otherwise, on behalf of the company, and to make and execute all assignments, conveyances, and all other acts to which the corporate seal is required to be affixed, and to appoint a clerk, secretary or secretaries, solicitors, attorneys, commissioners, factors, agents, or servants, which shall from time to time be necessary to be employed in the affairs and business of the said company, and to allow and pay them reasonable salaries and allowances, and to displace and remove them, or any of them, as they shall see cause, and generally to do and act in all matters and things whatsoever which they shall judge necessary for the well ordering and managing of the said company, and the affairs thereof; and to do, enforce, perform, and execute all the powers, authorities, provisions, acts, and things in relation to the said company, and to bind the said company as if the same were done by the whole corporation.—Provided always, that all matters and things which the said directors shall in manner aforesaid, and in writing, order and direct to be done by sub-committees, or other persons appointed under them, shall and may, by virtue of such orders, be done by the said sub-committees, or other persons appointed.

Provided also, that in no case shall the corporate seal of the said company be affixed to any instrument whatsoever, except by order in writing of the court of directors, and in the presence of at least two of the directors, who shall attest by their signatures such sealing, and that the same was done by order of the court of directors, which attestation shall be evidence of the fact of such order.

Provided always, and we do further declare and ordain, that all and every contract or contracts made or entered into, by or on behalf of any governor, deputy governor, director, auditor, or secretary, of the said company, or in which any such governor, deputy governor, director auditor or secretary, shall be either directly or indirectly interested or concerned for doing, or causing to be done, any work for or on behalf of the said company, or for supplying any of the articles, materials or things, to or for the use of the said company, shall be absolutely null and void to all intents and purposes whatsoever; and every such governor, deputy governor, director, auditor and secretary, who shall enter into any such contract

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or contracts as aforesaid, shall, *ipso facto*, cease to be such governor, deputy governor, director, auditor or secretary, as the case may be, and a new election of some other proprietor, duly qualified, shall take place in manner herein mentioned. Provided nevertheless, that all acts done by such governor, deputy governor, director, auditor or secretary, in his official character, on behalf of the company, before such successors be elected, shall be valid and binding.

And we do further direct and appoint, and our will is, that interest calculated to the tenth day of July, one thousand eight hundred and twenty six, shall within one month from the date hereof, be payable to the members of the said company, at and after the rate of four per centum per annum, from the respective periods at which the said deposit and subsequent calls (if any) shall have been paid, to be calculated upon, and in respect to such deposit and calls, and on the tenth day of January and tenth day of July, one thousand eight hundred and twenty-seven, and on each and every tenth day of January and tenth day of July, until and ending with the tenth day of January, one thousand eight hundred and thirty-one, further interest at the like rate, shall be calculated and become payable to the said members upon the said deposit and upon the amount of the several calls which shall or may have been made upon, and paid by them. And from and after the tenth day of January, in the year of our Lord one thousand eight hundred and thirty-one, it shall and may be lawful, to and for the said court of proprietors, twice in every year, in the said months of June and December, if the state of the affairs of the said company shall warrant the same, to declare such dividend to and amongst the members of the said company, for the half year ending on the tenth day of July and tenth day of January, next succeeding such respective general court as to the said court of proprietors shall appear proper, in addition to such payment of interest, as aforesaid; and in declaring such dividends respectively due, regard shall be had to all the debts and engagements of the said company, and the risks and contingencies affecting their assets and securities, and so as no dividend nor interest, after the said tenth day of January, one thousand eight hundred and thirty-one be in any case paid out of the capital of the said company, or otherwise, than as a division of the whole, or a part of the gains and profits of the said company.

And we do further will and direct, that all conveyances which shall be made by the said company, to any individual or individuals of any part of the lands to be granted to, or purchased or held by the said company, may be made in manner, and may be in the form prescribed in and by the said act of parliament.

And we do, for us, our heirs and successors, grant and declare, that these our letters patent, or the inrollment thereof, shall be in all things valid and effectual in the law, according to the true intent and meaning of the same, and shall be taken, construed, and adjudged, in the most favorable and beneficial sense for the best advantage of the said corporation, as well in our courts of record as elsewhere, notwithstanding any non-recital, mis-recital, uncertainty, or imperfection, in these our letters patent. And our will and pleasure is, that these presents to the company aforesaid, under the great seal of our United Kingdom of Great Britain and Ireland, shall be in due manner made and sealed, without fine or fee, great or small, to us in our Hanaper or elsewhere, to our use therefor, or in any ways to be paid or made. In witness whereof, We have caused these our letters to be made patent; witness ourself at our palace

THE CHARTER.

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palace at Westminster, this nineteenth day of August, in the seventh year of our reign.

SCOTT.

By writ of privy seal.

JOHN GALT, of Saint Helen's place, in the city of London, esquire, secretary to the Canada Company, maketh oath and saith, that he hath carefully examined and compared the above copy of a charter of incorporation granted to the Canada Company with the original charter, sealed with the great seal of the United Kingdom of Great Britain and Ireland, and deposited at the house of the said company; and the deponent saith, that the above is a true and faithful copy of such original charter of incorporation.

(Signed)

JOHN GALT.

*Sworn at the public office, South-hampton buildings, in  
the County of Middlesex, this 13th day of September,  
one thousand, eight hundred and twenty-six.*

Before me

STAMP.

G. WILSON,

*One of the Masters in Ordinary of the High Court  
of Chancery, at Westminster.*

*Secretary and Register's office, York, Upper Canada,  
18th December, 1826.*

I certify that the above charter of incorporation is enregistered in this office in book I. Folio from 213 to 235,

(Signed)

D. CAMERON,  
*Secretary & Registrar.*

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DUPLICATE OF AN AGREEMENT,

ENTERED INTO BETWEEN

HIS MAJESTY'S GOVERNMENT,

AND THE

CANADA COMPANY, ON THE 28th MARCH 1828 ;

Accompanied by a LETTER, from JOHN GALT ESQUIRE, dated 10th June 1828.

*Canada Company's Office, }  
York 10th June, 1828.*

SIR,

I have the honor to enclose a duplicate of an agreement entered into between His Majesty's Government and the Canada Company on the twenty eighth March, of which an official transcript has probably been transmitted from the Colonial department to the Lieutenant Governor—and I have to beg you will represent to His Excellency that, as arrangements have been made for settling a portion of the Huron tract, some of the intending settlers being actually arrived, it is very desirable that the Surveyor General should be instructed to direct the surveys as soon as circumstances will admit.

I have to beg the favor of your also mentioning to His Excellency, that having been furnished with a map of the manner in which the directors propose to lay out the Huron tract, together with a *pro forma* diagram of a township to be called Goderich, I have lodged the same with the Surveyor General.

On the present occasion it is my duty to state, that although the names given in the map to the different proposed townships have been inserted the list is yet subject to the approbation of the Lieutenant Governor.—They consist of those of the actual court of directors with the addition of Horton, Goderich, Stanley, Hoy, and Stephen, and in anticipation of the tract being hereafter formed into a county, it has been called Huskisson. On this subject you will have the goodness to report to me the pleasure of His Excellency.

I have the honor to be

Sir,

Your mos obedient humble servant,

JOHN GALT.

GEORGE HILLIER, Esquire,

&c. &c. &c.

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*Downing*

## THE THIRD AGREEMENT.

*Downing Street 28th March, 1828.*

At a meeting held this day at the Colonial office, at which Mr. Secretary Huskisson, and Messrs. McGillivray, Hullett and Easthope, were present, for the purpose of definitively settling certain questions of difficulty which had arisen upon the agreements entered into between Lord Bathurst and the Canada Company, of the dates of the twenty sixth of November 1824, and the twenty third May 1826, and also for ascertaining certain points not therein provided for; the following arrangement was made and concluded between Mr. Secretary Huskisson on behalf of His Majesty's Government, and the said Messrs. McGillivray, Hullett, and Easthope, on behalf of the Canada Company.

1st.—As it appears that in some of the lots of the Crown Reserves to be sold to the company, the original land marks and lines of survey have been so effaced as to render a re-survey necessary; in all such cases such re-survey shall be made under the direction and at the expense of His Majesty's Government.

2dly.—As in the report sent by the Surveyor General to the commissioners, certain lots of the Crown Reserves appear to have been returned as vacant, which were actually possessed by persons having either legal titles, or occupation under licence from the provincial government, or undisturbed residence for ten years and upwards, which lots according to the sixth article of the contract of 26th November 1824 were to be excepted from the lands to be granted to the company, and as on the other hand it appears that other lots of the said Crown Reserves were so returned in that report as excepted, which were either not occupied at all, or occupied by persons having no such legal claim, or licence of location, or undisturbed residence as aforesaid; it is agreed that the Canada Company shall receive in lieu of the first class of lands an equal extent of the second class; it being understood that the company in selling to the before mentioned unauthorized settlers, the land upon which they have so established themselves, are to sell it at the price of wild land, to be settled by arbitration, allowing to such settlers all the benefit of their improvements.

3dly.—The Canada Company abandon all pretension to any land in townships which though laid out were not surveyed prior to first March 1824, and which are therefore not included in the report of the commissioners.

4thly.—The Canada Company having expressed a wish that their land not yet surveyed should be surveyed upon a different plan from that surveyed by the government, and which plan, varying according to local circumstances, and requiring with a view to sale more minute subdivision and admeasurement of lots, with detailed reports of the quality of soil, will necessarily cause increased expense; it is agreed that such survey shall be made by the surveyor general in such manner as the company shall require, subject to the approbation of the Lieutenant Governor, and that for such survey His Majesty's government shall pay at the rate usually paid for ordinary surveys, the company defraying the difference of expense. All surveys so taken are to be deposited in the surveyor general's office as evidence of title, in common with those of other lands, executed under the directions of government.

5thly.—The instalments to be paid according to the ninth article of the agreement of twenty third May 1826, shall be paid within the province

vince to such officer as His Majesty shall from time to time appoint to receive the same, half yearly in equal moieties, that is to say, on the 20th December and the 20th June, respectively in each year, and titles or grants shall be given for any quantity of Land, not exceeding in value the amount of such instalments within three months after payment of the same. Provided always, that when the whole quantity of land, for which titles may be so required, shall exceed in value the amount of the instalment previously paid, such additional land shall be paid for at the time of applying for the title, and shall not in any way be taken as a diminution of the instalment to become due at the following half yearly payment.

6thly.—Simon McGillivray Esquire, as chairman of the committee of correspondence of the Canada Company, having by the direction of that committee addressed, to Mr. Secretary Huskisson, a letter bearing date the 13th day of March instant, in the following words, that is to say,—

SIR,

I am directed by the committee of correspondence of the Canada Company, to submit to your consideration the following statement and remarks with reference to the 21st and three following articles of the arrangement dated the 26th of November 1824 between His Majesty's government and the company.

The effect of those articles may be shortly stated to be, that the company are at liberty to select for settlement such parts of the lands comprized in their intended purchase as they may deem best adapted for that purpose. They are to be restricted neither as to the quantity nor as to the situation of the lands which they are thus to occupy. But they are bound to make quarterly returns of all the lands of which they may so take possession, and to pay in each quarter the whole price of the lands so occupied, upon receiving from the crown a grant of them in fee simple. The effect of these provisions is, that the settlements of the company must always be limited by their power to command the necessary capital for defraying the price of the land upon which they may enter. A minimum is fixed, below which the annual investments of the company may not fall, and to that minimum their investments will necessarily be confined, unless they should have at their command funds enabling them to exceed it.

The consequences of this part of the contract will, it is apprehended, be equally detrimental to the company and to the public.

It is obvious that if no such restriction existed the company might with great comparative rapidity effect their ultimate object of settling the territory they have contracted to purchase. The province would thus reap all the addition of benefit to be anticipated from the more early introduction of population and capital.

The company on the other hand, by the abolition of this restraint, would be enabled to anticipate the location and sale of a large part of their territory which must otherwise remain for many years in a wild and unproductive state; they would at a comparatively early period hope to enter into the receipt of profits, and be enabled with the less pressure upon the general body of proprietors to meet the annual demands of the government.

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## THE THIRD AGREEMENT.

The increased rapidity which might, by these means, be imparted to the operations of the company, would have the effect of preventing the settlement of unauthorized intruders. The crown would thus be relieved from much of the expense and trouble which it must otherwise sustain by ejecting this class of persons, in order to make an effectual transfer of the property to the company. It is further submitted, that the crown would sustain no loss by the concession which is thus proposed. If the settlements of the company be limited to the territory for which they are actually able to pay, large tracts must remain awaiting their future purchases in a state totally unproductive of any intermediate profit to the public.

Neither is it apprehended that by placing the company in possession of territory exceeding in value the price which they may be able to pay, the crown would incur any risk of ultimately losing any part of the purchase money. The company do not presume to ask for any grant or legal conveyance of any land until the price has been actually paid. They solicit only permission to occupy such territory as they may think desirable on a merely permissive title. If the prescribed payments should fall in arrear such a permission could not destroy or impair the right of the crown to resume possession of the land so occupied.

The company further presume to suggest, that the delay which arose in granting their charter, for which they certainly were not responsible, has given them a strong claim to the favorable consideration of the government on this occasion. That delay had unavoidably the effect of depreciating their capital stock, and of augmenting the difficulty of making calls upon the proprietors for advances of capital; since the original contract was made with the company, the government have also, unexpectedly, offered lands to settlers upon terms so advantageous as to raise a formidable competition against the sale of the company's territory.—This circumstance also, it is humbly conceived, affords the company a strong claim to some relaxation of the terms of that contract.

If it be deemed necessary to require that the company should give to His Majesty's Government any security for the due payment for Lands occupied before the payment is actually made, the company would be willing to engage that if any instalments should be in arrear, the crown should at its option either resume possession of a part of the occupied but ungranted lands equivalent to any such arrear, or should receive a quit rent chargeable upon the whole of the occupied but ungranted territory, equal to——per cent. per annum, upon the amount of such arrears. If the crown should elect to receive such quit rent, it would of course be redeemable by the company upon the arrears being paid up.

Under these circumstances I am directed to request that a licence of occupation may be granted to the company, enabling them to take immediate possession of the whole or any part of the territory included in their purchase, upon condition, that such licence of occupation shall not prejudice or alter the existing contract, so far as respects the payment of the stipulated instalments to the crown, and also upon condition that the company shall not be entitled to any grant or legal conveyance from the crown of any lands of which the price has not been actually paid.

I have the honor to be,

Sir,

Your most Obedient Humble Servant,  
SIMON M'GILLIVRAY.

Mr.

Mr. Huskisson having regard to the considerations stated in the preceding letter, engages on behalf of His Majesty's Government, that the Canada Company shall receive from the local Government of Upper Canada, an immediate licence of occupation of the whole or any part of the territory to be comprised in the company's purchase upon condition that such occupation shall not prejudice or affect the right of the crown to receive the half yearly instalments, which the company are at present bound to pay, and also upon condition, that the company shall by all necessary deeds, or other instruments, convey and assure to the crown, the option, either of resuming a part of the occupied but ungranted lands, equivalent to any arrears of any such quarterly payments, or of receiving a quit rent at the rate of ten per cent. per annum, upon such arrears, chargeable upon the whole of such occupied but ungranted territory, and redeemable in the manner stated in Mr. McGillivray's letter.

The company however, reserve to themselves the right of declining to receive such licence of occupation any time within the next twelve calendar months, if they should upon further consideration, find reason to think that the interests of the company would be best consulted by declining to receive it.

7thly.—Mr. Secretary Huskisson will at an early period of the present Session of Parliament, introduce a Bill for the purpose of amending the Act of the 6th George 4th. cap. 75, so as to enable the company to make conveyances of the lands comprised within their contract, in such form as to constitute good and valid titles in Upper Canada, and to exempt such conveyances when executed in England, from the payment of any stamp duties, and in the event of any modification of the laws of Upper Canada, in regard to the registry of such conveyances, being found requisite, His Majesty's Government will recommend the same to the Provincial Legislature.

8thly.—By the twelfth article of the second contract, it is stipulated, that if any of the lands sold to the company, shall be alleged by them to be altogether unfit for cultivation either in arable or in pasturage, arbitrators shall be appointed in the manner prescribed in the 31st article of the original contract, and such arbitrators shall decide both whether such lands or any of them are totally unfit for cultivation, and what is the amount of the compensation or equivalent to be allowed to the company in respect of any such lands, and the lands which shall have been thus decided to be totally unfit for cultivation, shall be thenceforth considered as having lapsed to the crown, and to belong exclusively to the crown.—In lieu of all claims which may hereafter be made under this clause, His Majesty's Government being informed that a large portion of land of this description, must necessarily be included in the block of a million of acres, independent of lakes, &c. agreed to extend the million, to eleven hundred thousand acres, according to a map, (a copy of which is deposited in this office) and the territory comprised within which is, from its contiguity to Lake Huron, to be called the Huron Block or Tract, with the distinct understanding, that the north eastern boundary-line of the tract, as at present drawn, includes not less than 50,000 acres of swamp, or lakes, or ponds, situated in such swamp, or land unsaleable and wholly valueless to ordinary settlers, lying together within such north eastern boundary.—In order to bring this understanding to a definitive result, it is agreed that His Majesty's Surveyor General for the Province of Upper Canada, shall be instructed to ascertain and to report the extent

N.

Mr.

## THE THIRD AGREEMENT.

tent of swamp, including lakes or ponds therein situated, or land unsaleable and wholly valueless, to ordinary settlers, lying together within such north eastern boundary, and that if by such report, the quantity shall be found to be less than 50,000 acres, the company shall pay for the number of acres by which it shall fall short of 50,000, in the same manner as hereinafter provided, in regard to the excess, if any, of the whole tract over 1,100,000 acres.

9thly.—Should the Huron tract upon actual survey, be found to contain more than eleven hundred thousand acres, the company are to pay for the excess at the price fixed for the other lands in the same tract, should it be found to fall short of the above amount, a rateable deduction shall be allowed to the company.—The additional 100,000 acres being granted in lieu of all claims or exceptions which might be advanced by the company, under the 12th article of the second agreement hereinbefore mentioned, it is admitted at the same time, that the part of that clause which provides, that the lands so objected to, and “which shall have been decided to be totally unfit for cultivation, shall be thenceforth considered as having lapsed to the crown, and to belong exclusively to the crown,” shall cease to operate, the present agreement being, that the tract of 1,100,000 acres, including swamps, lakes, sand hills, and such other varieties of soil as it may contain, shall belong and be granted to the company on payment of the price formerly agreed on for the million of acres.

L.S.

Sealed by order of the Court of Directors in our presence.

(Signed.)

SIMON MCGILLIVRAY, } *Directors of the*  
JOHN HULLETT. } *Canada Company.*

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YORK, U. C.

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